API Well Number: 43047528760000

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☑

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER Three Rivers 32-41-720	
2. TYPE OF WORK DRILL NEW WELL ◉ REENTER P&A WELL ○ DEEPEN WELL ○	**3. FIELD OR WILDCAT** WILDCAT
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO	**5. UNIT or COMMUNITIZATION AGREEMENT NAME**
6. NAME OF OPERATOR AXIA ENERGY LLC	**7. OPERATOR PHONE** 720 746-5200
8. ADDRESS OF OPERATOR 1430 Larimer Ste 400, Denver, CO, 80202	**9. OPERATOR E-MAIL** rsatre@axiaenergy.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) FEE	**11. MINERAL OWNERSHIP** FEDERAL ○ INDIAN ○ STATE ○ FEE ◉
	12. SURFACE OWNERSHIP FEDERAL ○ INDIAN ○ STATE ○ FEE ◉
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Eddie Jensen	**14. SURFACE OWNER PHONE (if box 12 = 'fee')** 435-545-2826
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') HC69 Box 109A, Orem, UT 84058	**16. SURFACE OWNER E-MAIL (if box 12 = 'fee')**
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')	**18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS** YES ○ (Submit Commingling Application) NO ◉
	19. SLANT VERTICAL ○ DIRECTIONAL ◉ HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	594 FNL 300 FEL	NENE	32	7.0 S	20.0 E	S
Top of Uppermost Producing Zone	660 FNL 660 FEL	NENE	32	7.0 S	20.0 E	S
At Total Depth	660 FNL 660 FEL	NENE	32	7.0 S	20.0 E	S

21. COUNTY UINTAH	**22. DISTANCE TO NEAREST LEASE LINE (Feet)** 300	**23. NUMBER OF ACRES IN DRILLING UNIT** 40
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 0	**26. PROPOSED DEPTH** MD: 9179 TVD: 9155
27. ELEVATION - GROUND LEVEL 4780	**28. BOND NUMBER** LPM9046682	**29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE** 49-2262 - RNI at Green River

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	11	8.625	0 - 1300	32.0	J-55 LT&C	8.7	Premium Lite High Strength	145	2.97	11.5
							Class G	115	1.16	15.8
PROD	7.875	5.5	0 - 9179	17.0	N-80 LT&C	9.2	Premium Lite High Strength	580	2.31	12.0

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	☑ COMPLETE DRILLING PLAN
☑ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
☑ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	☑ TOPOGRAPHICAL MAP

NAME Don Hamilton	**TITLE** Permitting Agent (Buys & Associates, Inc)	**PHONE** 435 719-2018
SIGNATURE	**DATE** 06/27/2012	**EMAIL** starpoint@etv.net
API NUMBER ASSIGNED 43047528760000	**APPROVAL**	Permit Manager

RECEIVED: August 29, 2012

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers #32-41-720
NENE Sec 32 T7S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H_2O
Green River	3,275'	Oil & Associated Gas
Lower Green River*	5,298'	Oil & Associated Gas
Wasatch*	7,155'	Oil & Associated Gas
TD 9,179' (MD)	9,155' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,780'; Asterisks (*) denotes target pay intervals

A) The State of Utah, Division of Oil, Gas and Mining will be notified within 24 hours of spudding the well.

2. CASING PROGRAM

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-75	13 3/8				
SURFACE	11	1300 ±	8 ⅝	32.0	J-55	LTC	0.0609
PRODUCTION	7 ⅞	9,179'	5 ½	17.0	N-80	LTC	0.0232

NOTE: All casing depth intervals are to surface unless otherwise noted.

Casing Specs

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
8 ⅝	7.921	7.796	2,530	3,930	503,000	417,000
5 ½	4.892	4.767	6,280	7,740	397,000	348,000

*The State of Utah will be notified 24 hours prior to running casing, cementing, and BOPE testing

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FLOAT EQUIPMENT

SURFACE (8 5/8): Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint

PRODUCTION (5 ½): Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint 500' into surface casing

NOTE: 5 ½" 17# N-80 or equivalent marker collar or casing joints will be placed at the top of the Green River and approximately 400' above the Wasatch.

3. CEMENT PROGRAM

CONDUCTOR (13 3/8): Ready Mix – Cement to surface

SURFACE (8 5/8): Cement Top: Surface

Lead: 145 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97 cf/sk, 50% excess

Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50% excess

NOTE: The above volumes are based on a gauge-hole + 50% excess.

PRODUCTION (5 ½): Cement Top – 2,700'

580 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.31 ft3/sk – 20% excess

NOTE: The above volumes are based on gauge hole + 20% excess. Adjustments will be made and volumes will be caliper + 10%.

NOTE: The above volumes are based on a gauged-hole. Adjustments will be made based on caliper.

A) For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.

B) Cement will not be placed down annulus with a 1" pipe unless BLM is contacted.

C) The State of Utah will be notified 24 hours prior to running casing and cementing.

4. PRESSURE CONTROL EQUIPMENT

A) The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.

B) The BOPE shall be closed whenever the well is unattended.

a) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.

b) Choke Manifold:

RECEIVED: June 27, 2012

i) Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.

ii) Two adjustable chokes will be used in the choke manifold.

iii) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.

iv) Pressure gauges in the well control system will be designed for drilling fluid.

C) BOPE Testing:

a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.

b) All BOP tests will be performed with a test plug in place.

c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

INTERVAL	BOP EQUIPMENT
0 – 1300 ±	11" Diverter with Rotating Head
1300 ± – TD	3,000# Ram Double BOP & Annular with Diverter & Rotating Head

NOTE: Drilling spool to accommodate choke and kill lines.

5. MUD PROGRAM

A) Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.

B) Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.

a) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

INTERVAL	MUD WGHT	VISC	FLUID LOSS	COMMENTS
SURF – 1300 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
1300 ± – TD	8.6 – 9.2 ppg	40	NC	DAP/Gel

NOTE: Mud weight increases will be directed by hole conditions.

6. ABNORMAL CONDITIONS

A) No abnormal pressures or temperatures are anticipated.

a) Estimated bottom hole pressure at TD will be approximately 3,964 psi (normal pressure gradient: 0.433 psi/ft).

b) Estimated maximum surface pressure will be approximately 2,014 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).

B) No hydrogen sulfide is anticipated.

INTERVAL	CONDITION
SURF – 1300 ±	Lost Circulation Possible
1300 ± – TD	Lost Circulation Possible

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7. AUXILIARY EQUIPMENT

A) Choke Manifold

B) Upper and lower kelly cock with handle available

C) Stabbing valve

D) Safety valve and subs to fit all string connections in use

8. SURVEY & LOGGING PROGRAMS

A) Cores: None anticipated.

B) Testing: None anticipated.

C) Directional Drilling: Directional tools will be used to locate the bottom hole per the attached directional plan +/-.

D) Open Hole Logs: TD to surface casing: resistivity, neutron density, gamma ray and caliper.

E) Mud Logs: Computerized 2-person logging unit will catch and describe 10 foot samples from top of Green River Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

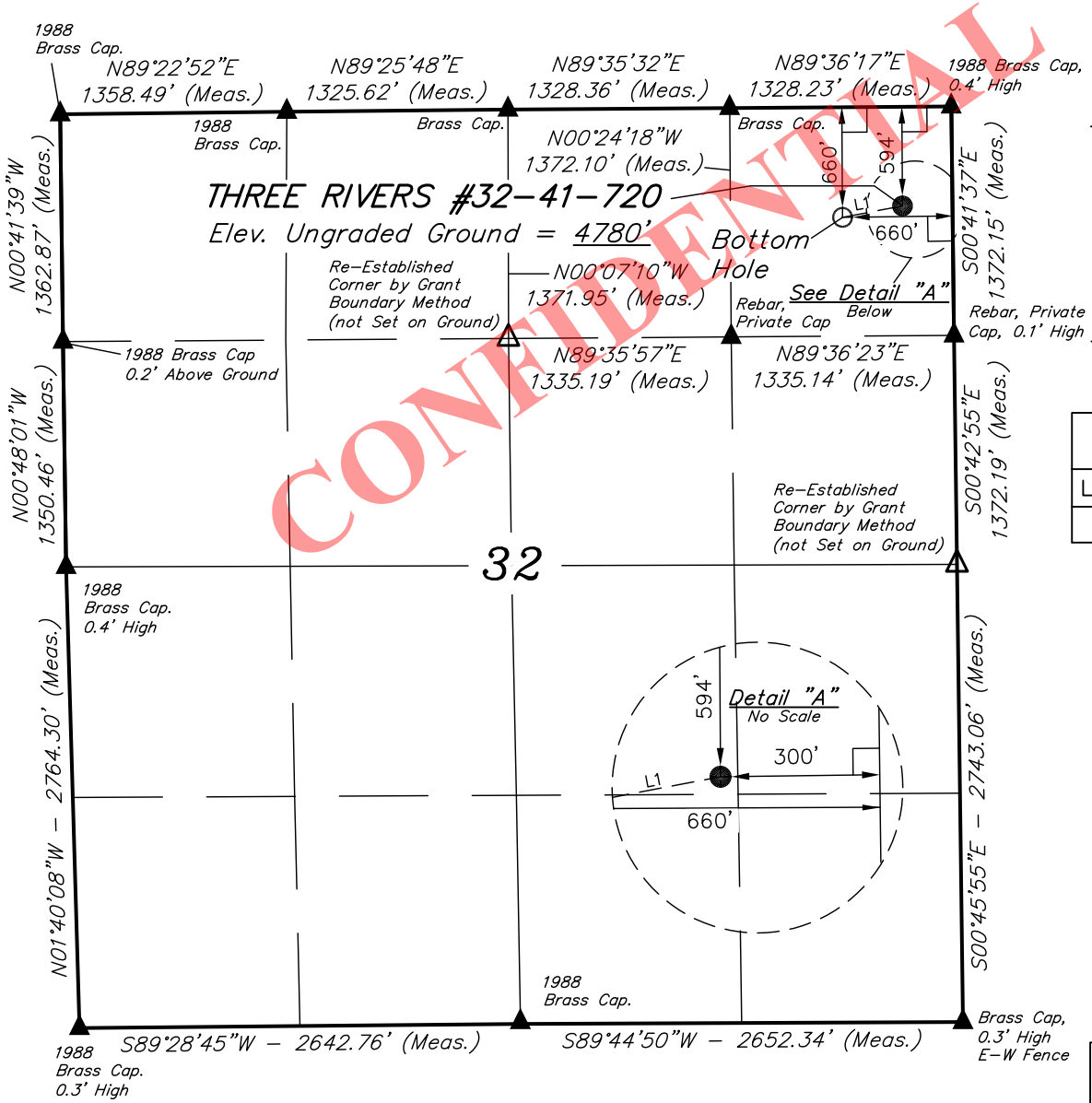
9. HAZARDOUS MATERIALS

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well.

RECEIVED: June 27, 2012

API Well Number: 43047528760000

T7S, R20E, S.L.B.&M.



AXIA ENERGY

Well location, THREE RIVERS #32-41-720, located as shown in the NE 1/4 NE 1/4 of Section 32, T7S, R20E, S.L.B.&M., Uintah County, Utah.

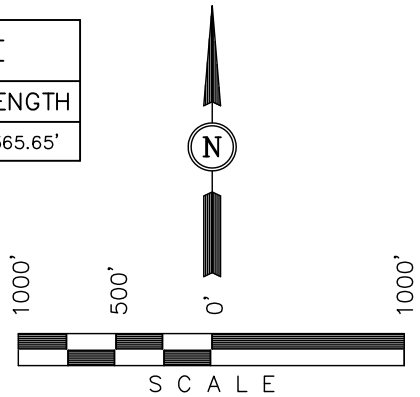
BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S79°12'24"W	365.65'



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

05-16-12

STATE OF UTAH REGISTERED LAND SURVEYOR NO. 161319 ROBERT L. KAY

LEGEND:

- ∟ = 90° SYMBOL
- ● = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

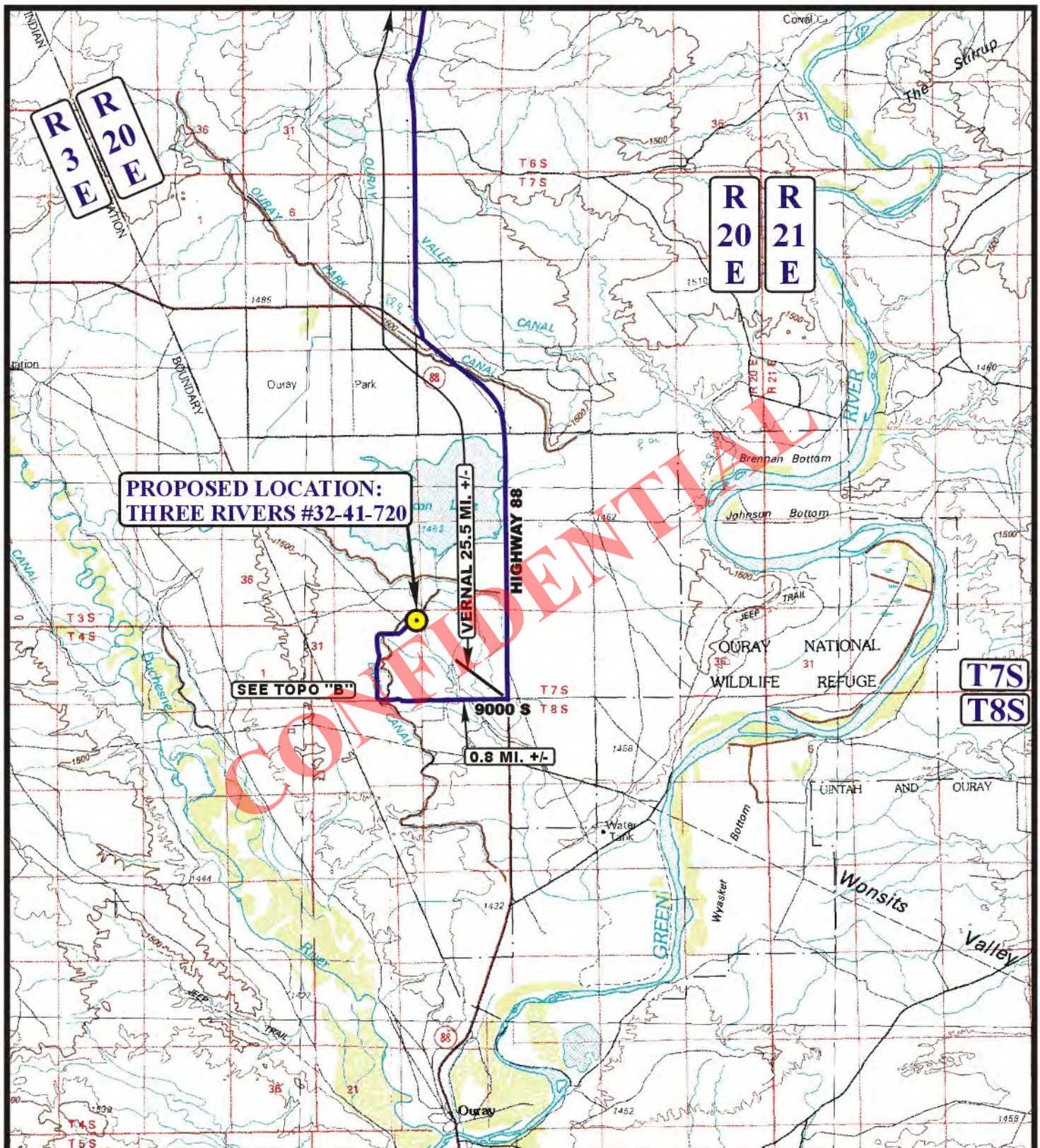
NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°10'19.22" (40.172006)	LATITUDE = 40°10'19.89" (40.172192)
LONGITUDE = 109°41'08.81" (109.685781)	LONGITUDE = 109°41'04.18" (109.684494)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (SURFACE LOCATION)**
LATITUDE = 40°10'19.35" (40.172042)	LATITUDE = 40°10'20.03" (40.172231)
LONGITUDE = 109°41'06.31" (109.685086)	LONGITUDE = 109°41'01.68" (109.683800)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE: 1" = 1000'	DATE SURVEYED: 04-24-12	DATE DRAWN: 04-24-12
PARTY: G.O. S.W. K.O.	REFERENCES: G.L.O. PLAT	
WEATHER: WARM	FILE: AXIA ENERGY	

RECEIVED: June 27, 2012

API Well Number: 43047528760000



LEGEND:

PROPOSED LOCATION

N

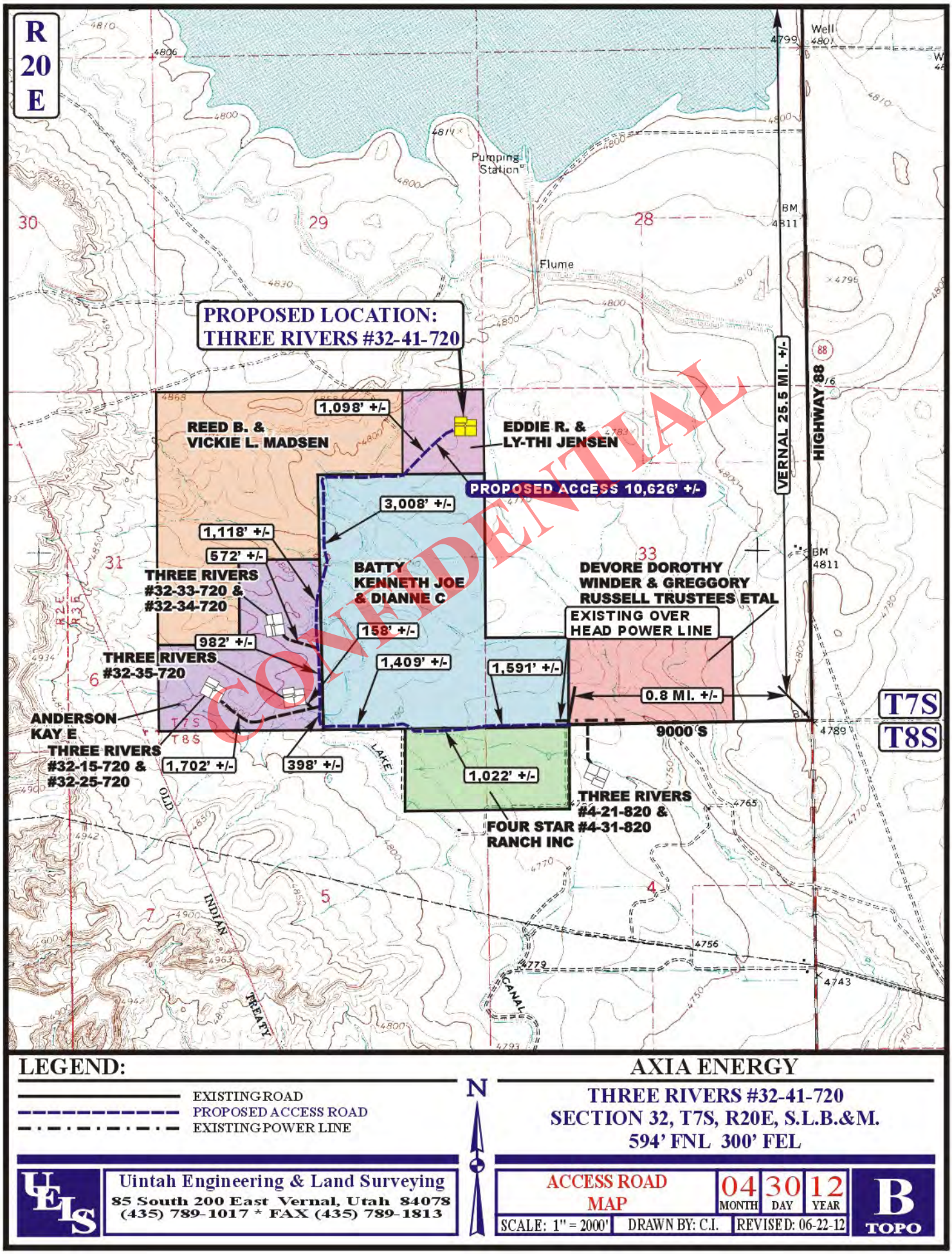
AXIA ENERGY

THREE RIVERS #32-41-720
SECTION 32, T7S, R20E, S.L.B.&M.
594' FNL 300' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP	04 MONTH	30 DAY	12 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: C.I.	REVISED: 06-22-12		

API Well Number: 43047528760000



LEGEND:

EXISTING ROAD
PROPOSED ACCESS ROAD
EXISTING POWER LINE

N

AXIA ENERGY

THREE RIVERS #32-41-720
SECTION 32, T7S, R20E, S.L.B.&M.
594' FNL 300' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

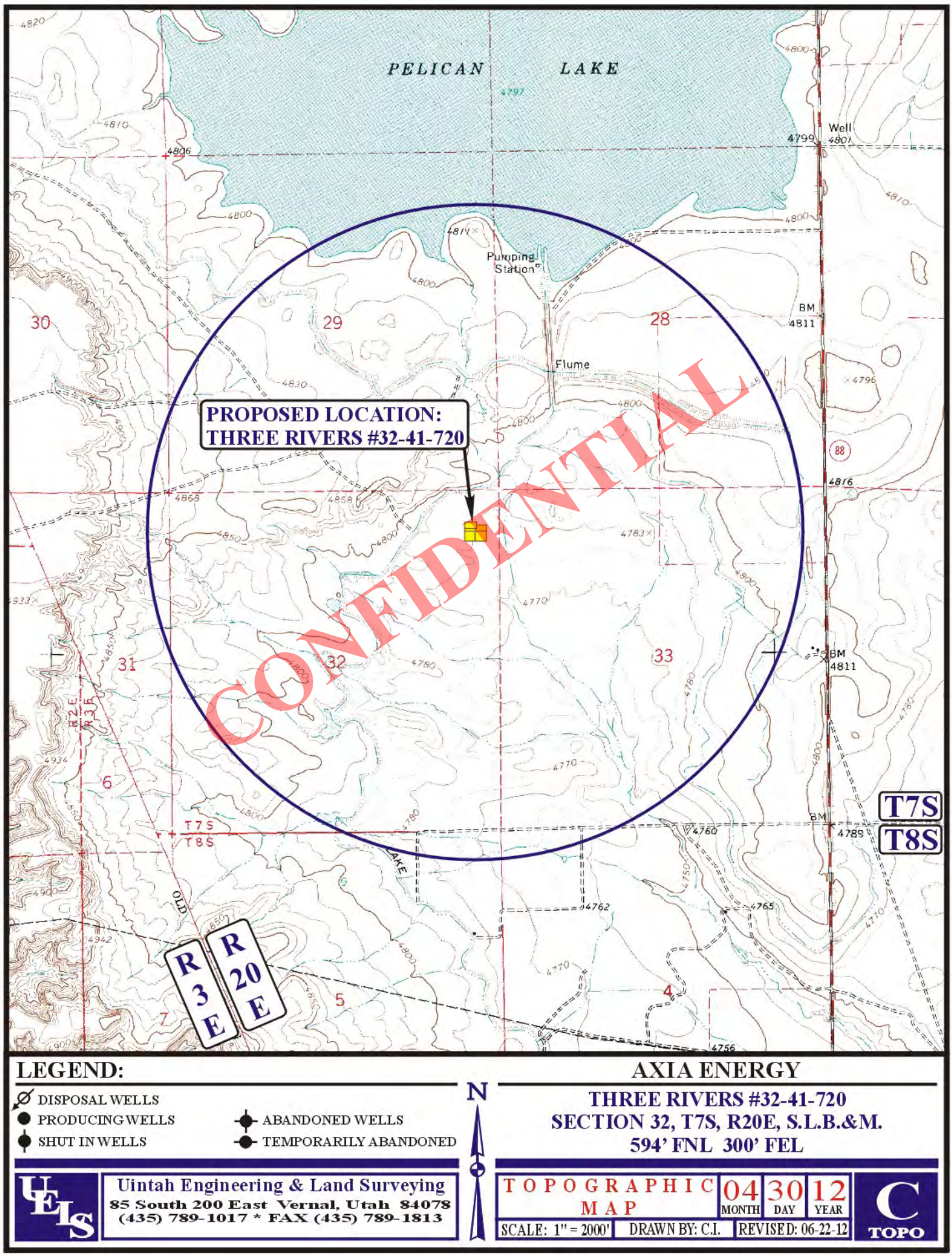
ACCESS ROAD MAP

04 MONTH | 30 DAY | 12 YEAR

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 06-22-12

B TOPO

API Well Number: 43047528760000



LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

N

AXIA ENERGY

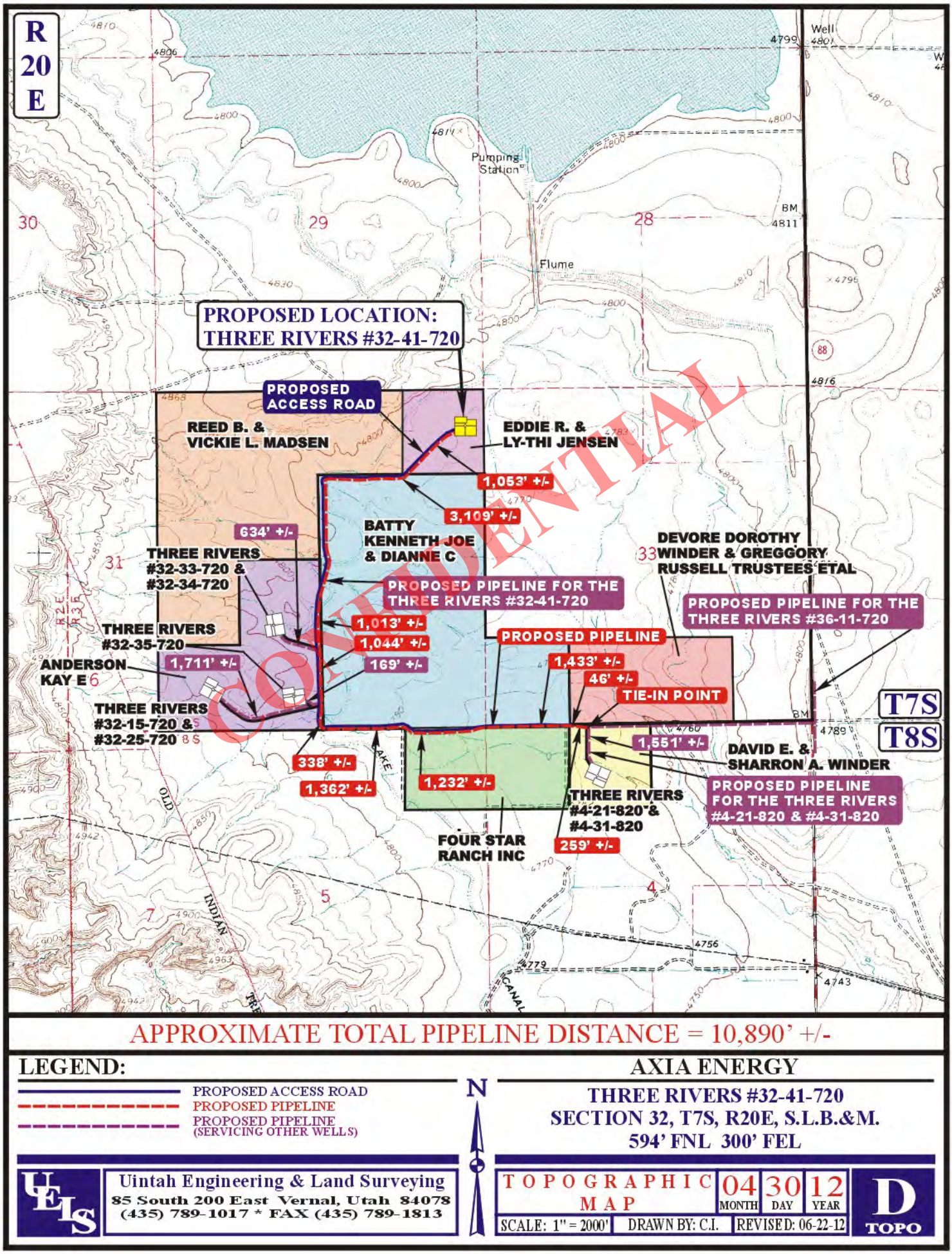
THREE RIVERS #32-41-720
SECTION 32, T7S, R20E, S.L.B.&M.
594' FNL 300' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 04 MONTH | 30 DAY | 12 YEAR | C TOPO

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 06-22-12

API Well Number: 43047528760000



APPROXIMATE TOTAL PIPELINE DISTANCE = 10,890' +/-

LEGEND:

PROPOSED ACCESS ROAD
PROPOSED PIPELINE
PROPOSED PIPELINE (SERVICING OTHER WELLS)

N

AXIA ENERGY

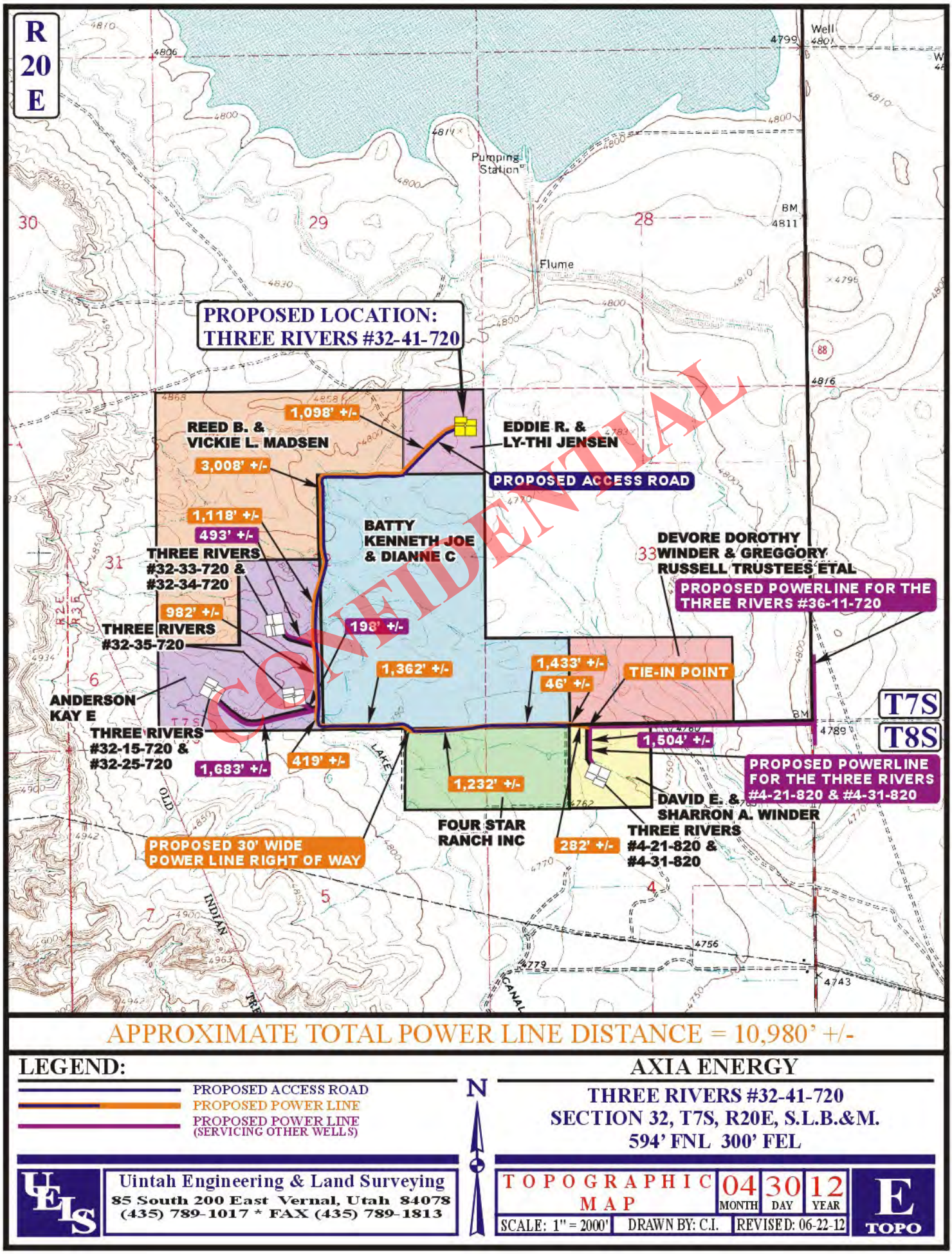
THREE RIVERS #32-41-720
SECTION 32, T7S, R20E, S.L.B.&M.
594' FNL 300' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 04 MONTH | 30 DAY | 12 YEAR | D TOPO

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 06-22-12

API Well Number: 43047528760000



APPROXIMATE TOTAL POWER LINE DISTANCE = 10,980' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- PROPOSED POWER LINE (SERVICING OTHER WELLS)

N

AXIA ENERGY

THREE RIVERS #32-41-720
SECTION 32, T7S, R20E, S.L.B.&M.
594' FNL 300' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 04 MONTH | 30 DAY | 12 YEAR

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 06-22-12

E TOPO

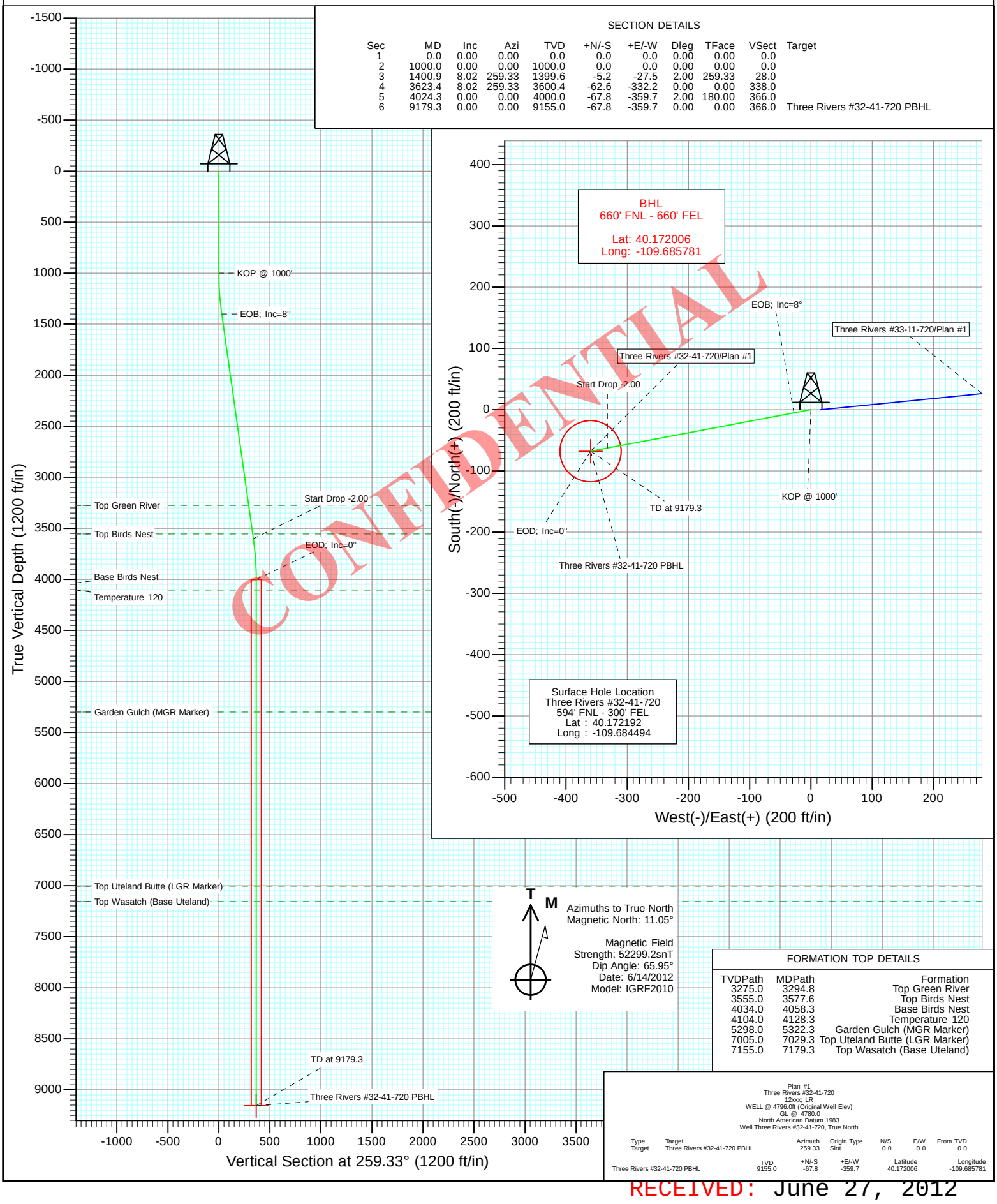
Axia Energy

Project: Uintah County, UT
Site: SEC 32-T7S-R20E
Well: Three Rivers #32-41-720
Wellbore: DD
Design: Plan #1

CATHEDRAL

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSect	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1000.0	0.00	0.00	1000.0	0.0	0.0	0.00	0.00	0.0	
3	1400.9	8.02	259.33	1399.6	-5.2	-27.5	2.00	259.33	28.0	
4	3623.4	8.02	259.33	3600.4	-62.6	-332.2	0.00	0.00	338.0	
5	4024.3	0.00	0.00	4000.0	-67.8	-359.7	2.00	180.00	366.0	
6	9179.3	0.00	0.00	9155.0	-67.8	-359.7	0.00	0.00	366.0	Three Rivers #32-41-720 PBHL



FORMATION TOP DETAILS

TVDPath	MDPath	Formation
3275.0	3294.8	Top Green River
3555.0	3577.6	Top Birds Nest
4034.0	4058.3	Base Birds Nest
4104.0	4128.3	Temperature 120
5298.0	5322.3	Garden Gulch (MGR Marker)
7005.0	7029.3	Top Uteland Butte (LGR Marker)
7155.0	7179.3	Top Wasatch (Base Uteland)

Plan #1
Three Rivers #32-41-720
12xxx; LR
WELL @ 4796.0ft (Original Well Elev)
GL @ 4780.0
North American Datum 1983
Well Three Rivers #32-41-720, True North

Type	Target	Azimuth	Origin Type	N/S	E/W	From TVD
Target	Three Rivers #32-41-720 PBHL	259.33	Slot	0.0	0.0	0.0

	TVD	+N/-S	+E/-W	Latitude	Longitude
Three Rivers #32-41-720 PBHL	9155.0	-67.8	-359.7	40.172006	-109.685781

RECEIVED: June 27, 2012

API Well Number: 43047528760000

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #32-41-720
Company:	Axia Energy	**TVD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Site:	SEC 32-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #32-41-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Project	Uintah County, UT		
Map System:	US State Plane 1983	**System Datum:**	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Northern Zone		

Site	SEC 32-T7S-R20E				
Site Position:		**Northing:**	3,224,156.48 ft	**Latitude:**	40.163383
From:	Lat/Long	**Easting:**	2,144,775.24 ft	**Longitude:**	-109.695589
Position Uncertainty:	0.0 ft	**Slot Radius:**	13.200 in	**Grid Convergence:**	1.19 °

Well	Three Rivers #32-41-720				
Well Position	**+N/-S** 0.0 ft	**Northing:**	3,227,429.89 ft	**Latitude:**	40.172192
	+E/-W 0.0 ft	**Easting:**	2,147,808.93 ft	**Longitude:**	-109.684494
Position Uncertainty	0.0 ft	**Wellhead Elevation:**	ft	**Ground Level:**	4,780.0 ft

Wellbore	DD				
Magnetics	**Model Name**	**Sample Date**	**Declination (°)**	**Dip Angle (°)**	**Field Strength (nT)**
	IGRF2010	6/14/2012	11.05	65.95	52,299

Design	Plan #1			
Audit Notes:				
Version:	**Phase:**	PLAN	**Tie On Depth:**	0.0

Vertical Section:	**Depth From (TVD) (ft)**	**+N/-S (ft)**	**+E/-W (ft)**	**Direction (°)**
	0.0	0.0	0.0	259.33

Plan Sections

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,400.9	8.02	259.33	1,399.6	-5.2	-27.5	2.00	2.00	0.00	259.33	
3,623.4	8.02	259.33	3,600.4	-62.6	-332.2	0.00	0.00	0.00	0.00	
4,024.3	0.00	0.00	4,000.0	-67.8	-359.7	2.00	-2.00	0.00	180.00	
9,179.3	0.00	0.00	9,155.0	-67.8	-359.7	0.00	0.00	0.00	0.00	Three Rivers #32-41-

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #32-41-720
Company:	Axia Energy	**TVD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Site:	SEC 32-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #32-41-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	KOP @ 1000'
1,100.0	2.00	259.33	1,100.0	-0.3	-1.7	1.7	2.00	2.00	
1,200.0	4.00	259.33	1,199.8	-1.3	-6.9	7.0	2.00	2.00	
1,300.0	6.00	259.33	1,299.5	-2.9	-15.4	15.7	2.00	2.00	
1,400.0	8.00	259.33	1,398.7	-5.2	-27.4	27.9	2.00	2.00	
1,400.9	8.02	259.33	1,399.6	-5.2	-27.5	28.0	2.00	2.00	EOB; Inc=8°
1,500.0	8.02	259.33	1,497.7	-7.7	-41.1	41.8	0.00	0.00	
1,600.0	8.02	259.33	1,596.7	-10.3	-54.8	55.8	0.00	0.00	
1,700.0	8.02	259.33	1,695.8	-12.9	-68.5	69.7	0.00	0.00	
1,800.0	8.02	259.33	1,794.8	-15.5	-82.2	83.7	0.00	0.00	
1,900.0	8.02	259.33	1,893.8	-18.1	-95.9	97.6	0.00	0.00	
2,000.0	8.02	259.33	1,992.8	-20.7	-109.6	111.6	0.00	0.00	
2,100.0	8.02	259.33	2,091.9	-23.2	-123.4	125.5	0.00	0.00	
2,200.0	8.02	259.33	2,190.9	-25.8	-137.1	139.5	0.00	0.00	
2,300.0	8.02	259.33	2,289.9	-28.4	-150.8	153.4	0.00	0.00	
2,400.0	8.02	259.33	2,388.9	-31.0	-164.5	167.4	0.00	0.00	
2,500.0	8.02	259.33	2,487.9	-33.6	-178.2	181.3	0.00	0.00	
2,600.0	8.02	259.33	2,587.0	-36.1	-191.9	195.3	0.00	0.00	
2,700.0	8.02	259.33	2,686.0	-38.7	-205.6	209.2	0.00	0.00	
2,800.0	8.02	259.33	2,785.0	-41.3	-219.3	223.2	0.00	0.00	
2,900.0	8.02	259.33	2,884.0	-43.9	-233.0	237.1	0.00	0.00	
3,000.0	8.02	259.33	2,983.1	-46.5	-246.7	251.1	0.00	0.00	
3,100.0	8.02	259.33	3,082.1	-49.1	-260.4	265.0	0.00	0.00	
3,200.0	8.02	259.33	3,181.1	-51.6	-274.1	279.0	0.00	0.00	
3,294.8	8.02	259.33	3,275.0	-54.1	-287.1	292.2	0.00	0.00	Top Green River
3,300.0	8.02	259.33	3,280.1	-54.2	-287.9	292.9	0.00	0.00	
3,400.0	8.02	259.33	3,379.1	-56.8	-301.6	306.9	0.00	0.00	
3,500.0	8.02	259.33	3,478.2	-59.4	-315.3	320.8	0.00	0.00	
3,577.6	8.02	259.33	3,555.0	-61.4	-325.9	331.6	0.00	0.00	Top Birds Nest
3,600.0	8.02	259.33	3,577.2	-62.0	-329.0	334.8	0.00	0.00	
3,623.4	8.02	259.33	3,600.4	-62.6	-332.2	338.0	0.00	0.00	Start Drop -2.00
3,700.0	6.49	259.33	3,676.3	-64.4	-341.7	347.7	2.00	-2.00	
3,800.0	4.49	259.33	3,775.9	-66.1	-351.1	357.3	2.00	-2.00	
3,900.0	2.49	259.33	3,875.7	-67.3	-357.1	363.3	2.00	-2.00	
4,000.0	0.49	259.33	3,975.7	-67.7	-359.6	365.9	2.00	-2.00	
4,024.3	0.00	0.00	4,000.0	-67.8	-359.7	366.0	2.00	-2.00	EOD; Inc=0°
4,058.3	0.00	0.00	4,034.0	-67.8	-359.7	366.0	0.00	0.00	Base Birds Nest
4,100.0	0.00	0.00	4,075.7	-67.8	-359.7	366.0	0.00	0.00	
4,128.3	0.00	0.00	4,104.0	-67.8	-359.7	366.0	0.00	0.00	Temperature 120
4,200.0	0.00	0.00	4,175.7	-67.8	-359.7	366.0	0.00	0.00	
4,300.0	0.00	0.00	4,275.7	-67.8	-359.7	366.0	0.00	0.00	
4,400.0	0.00	0.00	4,375.7	-67.8	-359.7	366.0	0.00	0.00	

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #32-41-720
Company:	Axia Energy	**TVD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Site:	SEC 32-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #32-41-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
4,500.0	0.00	0.00	4,475.7	-67.8	-359.7	366.0	0.00	0.00	
4,600.0	0.00	0.00	4,575.7	-67.8	-359.7	366.0	0.00	0.00	
4,700.0	0.00	0.00	4,675.7	-67.8	-359.7	366.0	0.00	0.00	
4,800.0	0.00	0.00	4,775.7	-67.8	-359.7	366.0	0.00	0.00	
4,900.0	0.00	0.00	4,875.7	-67.8	-359.7	366.0	0.00	0.00	
5,000.0	0.00	0.00	4,975.7	-67.8	-359.7	366.0	0.00	0.00	
5,100.0	0.00	0.00	5,075.7	-67.8	-359.7	366.0	0.00	0.00	
5,200.0	0.00	0.00	5,175.7	-67.8	-359.7	366.0	0.00	0.00	
5,300.0	0.00	0.00	5,275.7	-67.8	-359.7	366.0	0.00	0.00	
5,322.3	0.00	0.00	5,298.0	-67.8	-359.7	366.0	0.00	0.00	Garden Gulch (MGR Marker)
5,400.0	0.00	0.00	5,375.7	-67.8	-359.7	366.0	0.00	0.00	
5,500.0	0.00	0.00	5,475.7	-67.8	-359.7	366.0	0.00	0.00	
5,600.0	0.00	0.00	5,575.7	-67.8	-359.7	366.0	0.00	0.00	
5,700.0	0.00	0.00	5,675.7	-67.8	-359.7	366.0	0.00	0.00	
5,800.0	0.00	0.00	5,775.7	-67.8	-359.7	366.0	0.00	0.00	
5,900.0	0.00	0.00	5,875.7	-67.8	-359.7	366.0	0.00	0.00	
6,000.0	0.00	0.00	5,975.7	-67.8	-359.7	366.0	0.00	0.00	
6,100.0	0.00	0.00	6,075.7	-67.8	-359.7	366.0	0.00	0.00	
6,200.0	0.00	0.00	6,175.7	-67.8	-359.7	366.0	0.00	0.00	
6,300.0	0.00	0.00	6,275.7	-67.8	-359.7	366.0	0.00	0.00	
6,400.0	0.00	0.00	6,375.7	-67.8	-359.7	366.0	0.00	0.00	
6,500.0	0.00	0.00	6,475.7	-67.8	-359.7	366.0	0.00	0.00	
6,600.0	0.00	0.00	6,575.7	-67.8	-359.7	366.0	0.00	0.00	
6,700.0	0.00	0.00	6,675.7	-67.8	-359.7	366.0	0.00	0.00	
6,800.0	0.00	0.00	6,775.7	-67.8	-359.7	366.0	0.00	0.00	
6,900.0	0.00	0.00	6,875.7	-67.8	-359.7	366.0	0.00	0.00	
7,000.0	0.00	0.00	6,975.7	-67.8	-359.7	366.0	0.00	0.00	
7,029.3	0.00	0.00	7,005.0	-67.8	-359.7	366.0	0.00	0.00	Top Uteland Butte (LGR Marker)
7,100.0	0.00	0.00	7,075.7	-67.8	-359.7	366.0	0.00	0.00	
7,179.3	0.00	0.00	7,155.0	-67.8	-359.7	366.0	0.00	0.00	Top Wasatch (Base Uteland)
7,200.0	0.00	0.00	7,175.7	-67.8	-359.7	366.0	0.00	0.00	
7,300.0	0.00	0.00	7,275.7	-67.8	-359.7	366.0	0.00	0.00	
7,400.0	0.00	0.00	7,375.7	-67.8	-359.7	366.0	0.00	0.00	
7,500.0	0.00	0.00	7,475.7	-67.8	-359.7	366.0	0.00	0.00	
7,600.0	0.00	0.00	7,575.7	-67.8	-359.7	366.0	0.00	0.00	
7,700.0	0.00	0.00	7,675.7	-67.8	-359.7	366.0	0.00	0.00	
7,800.0	0.00	0.00	7,775.7	-67.8	-359.7	366.0	0.00	0.00	
7,900.0	0.00	0.00	7,875.7	-67.8	-359.7	366.0	0.00	0.00	
8,000.0	0.00	0.00	7,975.7	-67.8	-359.7	366.0	0.00	0.00	
8,100.0	0.00	0.00	8,075.7	-67.8	-359.7	366.0	0.00	0.00	
8,200.0	0.00	0.00	8,175.7	-67.8	-359.7	366.0	0.00	0.00	
8,300.0	0.00	0.00	8,275.7	-67.8	-359.7	366.0	0.00	0.00	
8,400.0	0.00	0.00	8,375.7	-67.8	-359.7	366.0	0.00	0.00	
8,500.0	0.00	0.00	8,475.7	-67.8	-359.7	366.0	0.00	0.00	
8,600.0	0.00	0.00	8,575.7	-67.8	-359.7	366.0	0.00	0.00	
8,700.0	0.00	0.00	8,675.7	-67.8	-359.7	366.0	0.00	0.00	
8,800.0	0.00	0.00	8,775.7	-67.8	-359.7	366.0	0.00	0.00	
8,900.0	0.00	0.00	8,875.7	-67.8	-359.7	366.0	0.00	0.00	
9,000.0	0.00	0.00	8,975.7	-67.8	-359.7	366.0	0.00	0.00	
9,100.0	0.00	0.00	9,075.7	-67.8	-359.7	366.0	0.00	0.00	
9,179.3	0.00	0.00	9,155.0	-67.8	-359.7	366.0	0.00	0.00	TD at 9179.3 - Three Rivers #32-41-720 PBHL

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #32-41-720
Company:	Axia Energy	**TVD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Site:	SEC 32-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #32-41-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
Three Rivers #32-41-72(	0.00	0.00	9,155.0	-67.8	-359.7	3,227,354.64	2,147,450.71	40.172006	-109.685781
- plan hits target center									
- Circle (radius 50.0)									

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
3,294.8	3,275.0	Top Green River			
3,577.6	3,555.0	Top Birds Nest			
4,058.3	4,034.0	Base Birds Nest			
4,128.3	4,104.0	Temperature 120			
5,322.3	5,298.0	Garden Gulch (MGR Marker)			
7,029.3	7,005.0	Top Uteland Butte (LGR Marker)			
7,179.3	7,155.0	Top Wasatch (Base Uteland)			

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	Local Coordinates +E/-W (ft)	Comment
1,000.0	1,000.0	0.0	0.0	KOP @ 1000'
1,400.9	1,399.6	-5.2	-27.5	EOB; Inc=8°
3,623.4	3,600.4	-62.6	-332.2	Start Drop -2.00
4,024.3	4,000.0	-67.8	-359.7	EOD; Inc=0°
9,179.3	9,155.0	-67.8	-359.7	TD at 9179.3

RECEIVED: June 27, 2012

API Well Number: 43047528760000

Axia Energy

Uintah County, UT
SEC 32-T7S-R20E
Three Rivers #32-41-720
DD
Plan #1

Anticollision Report

14 June, 2012

RECEIVED: June 27, 2012

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #32-41-720
Project:	Uintah County, UT	**TVD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Reference Site:	SEC 32-T7S-R20E	**MD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #32-41-720	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Reference Plan #1

Filter type:	GLOBAL FILTER APPLIED: All wellpaths within 200'+ 100/1000 of reference		
Interpolation Method:	MD Interval 100.0ft	**Error Model:**	ISCWSA
Depth Range:	Unlimited	**Scan Method:**	Closest Approach 3D
Results Limited by:	Maximum center-center distance of 1,117.9ft	**Error Surface:**	Elliptical Conic
Warning Levels Evaluated at:	2.00 **Sigma**		

Survey Tool Program **Date** 6/14/2012

From (ft)	To (ft)	Survey (Wellbore)	Tool Name	Description
0.0	9,179.3	Plan #1 (DD)	MWD	Geolink MWD

Summary

Site Name Offset Well - Wellbore - Design	Reference Measured Depth (ft)	Offset Measured Depth (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Separation Factor	Warning
SEC 32-T7S-R20E						
Three Rivers #33-11-720 - DD - Plan #1	1,000.0	1,000.0	15.4	11.9	4.475	CC, ES, SF

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #32-41-720
Project:	Uintah County, UT	**TVD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Reference Site:	SEC 32-T7S-R20E	**MD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #32-41-720	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Offset Design SEC 32-T7S-R20E - Three Rivers #33-11-720 - DD - Plan #1

Offset Site Error: 0.0 ft

Survey Program: 0-MWD

Offset Well Error: 0.0 ft

Reference Measured Depth (ft)	Reference Vertical Depth (ft)	Offset Measured Depth (ft)	Offset Vertical Depth (ft)	Semi Major Axis Reference (ft)	Semi Major Axis Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	Offset Wellbore Centre +E/-W (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Total Uncertainty Axis	Separation Factor	Warning
0.0	0.0	0.0	0.0	0.0	0.0	90.03	0.0	15.4	15.4				
100.0	100.0	100.0	100.0	0.1	0.1	90.03	0.0	15.4	15.4	15.1	0.29	52.426	
200.0	200.0	200.0	200.0	0.3	0.3	90.03	0.0	15.4	15.4	14.7	0.64	23.934	
300.0	300.0	300.0	300.0	0.5	0.5	90.03	0.0	15.4	15.4	14.4	0.99	15.506	
400.0	400.0	400.0	400.0	0.7	0.7	90.03	0.0	15.4	15.4	14.0	1.34	11.468	
500.0	500.0	500.0	500.0	0.8	0.8	90.03	0.0	15.4	15.4	13.7	1.69	9.099	
600.0	600.0	600.0	600.0	1.0	1.0	90.03	0.0	15.4	15.4	13.3	2.04	7.541	
700.0	700.0	700.0	700.0	1.2	1.2	90.03	0.0	15.4	15.4	13.0	2.39	6.438	
800.0	800.0	800.0	800.0	1.4	1.4	90.03	0.0	15.4	15.4	12.6	2.74	5.617	
900.0	900.0	900.0	900.0	1.5	1.5	90.03	0.0	15.4	15.4	12.3	3.09	4.982	
1,000.0	1,000.0	1,000.0	1,000.0	1.7	1.7	90.03	0.0	15.4	15.4	11.9	3.43	4.475	CC, ES, SF
1,100.0	1,100.0	1,099.3	1,099.3	1.9	1.9	-170.79	0.2	17.1	18.8	15.0	3.78	4.977	
1,200.0	1,199.8	1,198.0	1,197.8	2.1	2.1	-173.14	0.7	22.2	29.2	25.0	4.12	7.075	
1,300.0	1,299.5	1,295.2	1,294.7	2.3	2.3	-174.71	1.5	30.5	46.4	41.9	4.46	10.403	
1,400.0	1,398.7	1,390.4	1,389.2	2.5	2.5	-175.61	2.6	41.8	70.3	65.5	4.78	14.692	
1,500.0	1,497.7	1,483.4	1,481.1	2.7	2.7	-176.11	4.0	55.9	99.1	94.0	5.12	19.358	
1,600.0	1,596.7	1,574.5	1,570.7	3.0	3.0	-176.35	5.7	72.5	130.9	125.5	5.45	24.030	
1,700.0	1,695.8	1,663.6	1,657.7	3.2	3.3	-176.46	7.5	91.5	165.8	160.0	5.78	28.699	
1,800.0	1,794.8	1,750.7	1,742.1	3.5	3.6	-176.51	9.6	112.7	203.5	197.4	6.10	33.360	
1,900.0	1,893.8	1,835.5	1,823.7	3.8	4.0	-176.53	11.9	135.8	243.9	237.5	6.42	38.007	
2,000.0	1,992.8	1,918.1	1,902.5	4.0	4.4	-176.53	14.4	160.5	287.0	280.3	6.73	42.636	
2,100.0	2,091.9	2,000.0	1,979.8	4.3	4.9	-176.51	17.0	187.3	332.7	325.6	7.04	47.226	
2,200.0	2,190.9	2,079.0	2,053.7	4.6	5.3	-176.49	19.8	215.1	380.7	373.3	7.35	51.785	
2,300.0	2,289.9	2,166.3	2,135.1	4.9	5.9	-176.47	22.9	246.4	429.4	421.7	7.67	55.967	
2,400.0	2,388.9	2,253.7	2,216.6	5.2	6.4	-176.45	26.0	277.8	478.1	470.1	7.99	59.815	
2,500.0	2,487.9	2,341.0	2,298.1	5.5	7.0	-176.43	29.1	309.1	526.7	518.4	8.31	63.368	
2,600.0	2,587.0	2,428.4	2,379.5	5.7	7.5	-176.42	32.2	340.5	575.4	566.8	8.63	66.659	
2,700.0	2,686.0	2,515.7	2,461.0	6.0	8.1	-176.41	35.3	371.8	624.1	615.2	8.95	69.715	
2,800.0	2,785.0	2,603.1	2,542.5	6.3	8.7	-176.40	38.4	403.2	672.8	663.5	9.27	72.562	
2,900.0	2,884.0	2,690.4	2,624.0	6.6	9.3	-176.40	41.5	434.5	721.5	711.9	9.59	75.219	
3,000.0	2,983.1	2,777.7	2,705.4	6.9	9.9	-176.39	44.6	465.9	770.2	760.3	9.91	77.706	
3,100.0	3,082.1	2,865.1	2,786.9	7.2	10.4	-176.38	47.7	497.2	818.8	808.6	10.23	80.038	
3,200.0	3,181.1	2,952.4	2,868.4	7.5	11.0	-176.38	50.9	528.5	867.5	857.0	10.55	82.229	
3,300.0	3,280.1	3,039.8	2,949.9	7.8	11.6	-176.37	54.0	559.9	916.2	905.3	10.87	84.292	
3,400.0	3,379.1	3,162.1	3,064.6	8.1	12.4	-176.37	58.1	602.0	963.6	952.4	11.25	85.684	
3,500.0	3,478.2	3,299.5	3,195.5	8.4	13.1	-176.38	62.2	643.5	1,007.0	995.3	11.65	86.442	
3,600.0	3,577.2	3,443.1	3,334.2	8.7	13.8	-176.40	65.9	680.2	1,045.9	1,033.8	12.06	86.689	
3,700.0	3,676.3	3,593.0	3,480.9	9.0	14.4	-176.45	68.9	711.1	1,079.0	1,066.5	12.53	86.109	
3,800.0	3,775.9	3,749.5	3,635.5	9.2	14.8	-176.50	71.3	735.1	1,103.8	1,090.8	13.02	84.802	

RECEIVED: June 27, 2012

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #32-41-720
Project:	Uintah County, UT	**TVD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Reference Site:	SEC 32-T7S-R20E	**MD Reference:**	WELL @ 4796.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #32-41-720	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Reference Depths are relative to WELL @ 4796.0ft (Original Well Elev)
Offset Depths are relative to Offset Datum
Central Meridian is -111.500000 °

Coordinates are relative to: Three Rivers #32-41-720
Coordinate System is US State Plane 1983, Utah Northern Zone
Grid Convergence at Surface is: 1.20°

RECEIVED: June 27, 2012

SURFACE USE AGREEMENT AND GRANT OF EASEMENTS

THIS SURFACE USE AGREEMENT AND GRANT OF EASEMENTS ("Agreement") is effective the 7 day of Nov., 2011, by and between, Eddie Jensen whose address is HC69 Box 109A Randlett, UT 84063 ("Owner") and Axia Energy, LLC, whose address is 1430 Larimer Street, Suite 400, Denver, CO 80202 ("Operator").

RECITALS

A. Owner owns the surface of the real property in Uintah County, Utah (the "Property"), legally described as:

Township 7S, Range 20E
Section 32:
Description NE¼ NE¼ SLM. Cont. 40 A M/L.

B. Operator is the owner/operator of a working interest in an Oil and Gas Lease dated _____, 2011, recorded in Book _____ at Page _____, of the Uintah County records granted by Owner to Operator (the "Lease") covering a portion of the Property described above.

C. Operator wishes to drill oil and gas wells ("Wells") with associated necessary pipelines on the Property and also to directionally access adjacent lands from a surface location of the Property for the extraction of oil, gas and associated hydrocarbons from said adjacent lands.

TERMS

THEREFORE, in consideration of the mutual covenants in this Agreement, and Operator's agreement to pay the damages described in this Agreement, the parties agree as follows:

1. Wells and Well Pads.

1.1. Operator may construct the necessary well site pads for drilling, completion, re-completion, reworking, re-entry, production, maintenance and operation of Wells ("Well Pads") on the Property consistent with this Agreement. Operator, its agents, employees, assigns, contractors and subcontractors, may enter upon and use the Well Pads for the purposes of drilling, completing, producing, maintaining, and operating Wells to produce oil, gas and associated hydrocarbons produced from the Property, or adjacent lands, including the construction and use of frac pits, tank batteries, production equipment, and other facilities used to produce and market the oil, gas and associated hydrocarbons.

1.1.1. No Well Pad shall exceed five (5) acres of disturbed area, including any cuts and fills during drilling. After completion operations for the wells on the pad are finished, the size of the Well Pads shall be reduced to a maximum of two (2) acres.

1.1.2. As allowed by this Agreement, Operator may drill the maximum number of Wells on the Well Pad(s) permitted by Utah Oil and Gas Conservation Commission ("UOGCC") spacing and density requirements. Operator may drill directionally from Well Pads located on the Property to bottom hole locations located directly under the Property or to bottom hole locations that are adjacent to the Property. As a requirement within this agreement, the initial well to be drilled from the surface by Operator shall be into mineral interest wholly or partially owned by surface Owner.

1.1.3. As used in this Agreement, "Well" shall mean a well and the accompanying wellbore (either vertically or directionally drilled from the Well Pad) for the production of oil and gas, and all associated casing and wellhead equipment.

1.2. As consideration for damages to be incurred by Operator on the Property, one of the below options can be selected, in writing, by the Owner prior to construction:

Option 1: Operator shall pay Owner for each Well Pad that is constructed on the Property with such payment to be received by Owner prior to construction commencement. In addition, prior to the commencement of drilling operations of any additional well, Operator shall pay Owner per new well that is drilled from an existing Well Pad located on the Property. Except as otherwise provided in this Agreement, such payments shall constitute payment in full by Operator for all damages to the Property associated with the drilling, construction, completion, re-completion, reworking, reentry, production, operation and maintenance of the Well(s).

Option 2: Operator shall pay Owner for each Well Pad that is constructed on the Property with such payment to be received by Owner prior to construction commencement. Operator shall pay Owner an annual payment, starting from the date of first construction, of /year for non-crop land and /year for crop land until the termination of the Surface Use Agreement. In addition, prior to the commencement of drilling operations of any additional well, Operator shall pay Owner per new well that is drilled from an existing Well Pad located on the Property. Except as otherwise provided in this Agreement, such payments shall constitute payment in full by Operator for all damages to the Property associated with the drilling, construction, completion, re-completion, reworking, reentry, production, operation and maintenance of the Well(s).

1.3. The slope of a Well Pad to any ditch, road, or other improvement shall not be greater than 2:1.

1.4. All above-ground permanent structures on the Well Pad(s) and above-ground pipeline structures shall be painted with appropriate earth-tone colors to blend with the surrounding landscape, and, at the discretion of Operator, shall be screened with appropriate planting as described by the NRCS (National Resource Conservation Services) techniques guide. Operator shall use diligent efforts to minimize disturbances to existing trees and vegetation near the Well Pad.

1.5. Noise levels shall not exceed Utah Oil and Gas Conservation Commission ("UOGCC") regulations.

1.6. All drilling fluids and mud shall be handled in accordance with UOGCC regulations. No fluids, mud, soil, or other substances created or derived from operations conducted off of the Property shall be deposited on the surface estate of the Property. Nothing in this section shall limit Operator's right to bring onto the property, use, and reuse frac and production water for additional drilling and completion operations.

1.7. At Owner's request, during drilling operations and thereafter, the Well Pad shall be fenced with five-strand barb wire fencing affixed to steel posts spaced six (6) feet apart at a height not less than forty-eight (48) inches.

1.8. Any irrigation or tail water ditch or pipe located within the Well Pad shall be left intact or rerouted to a location approved by Owner so that the delivery of water on the Property is not disrupted. Operator shall be responsible for any repair and/or maintenance of any irrigation ditch or pipe located within the Well Pad.

1.9. No debris, slash, or other materials shall be burned on the Property (except for the flaring of gas), nor shall such materials be buried on the Property, without the express written consent of Owner, which shall not be unreasonably withheld.

1.10. If required by UOGCC, reserve or drilling pits used on the Property, if any, shall be plastic lined during drilling and completion operations. All plastic lining shall be removed during initial reclamation and not buried in place. Excavated material shall be replaced within thirty (30) days of finalization of completion operations at the associated Well Pad.

1.11. No open pit mining shall be permitted on the Property. The Well Pad shall be safe and in good order, and shall at all times be kept free from litter and debris. Operator shall utilize electronic field monitor devices or another type of monitoring system standard in the industry on all Wells.

2. Road, Pipelines, and Related Issues.

2.1. Road. Owner grants to Operator an exclusive access easement ("Road Easement") on the Property for ingress and egress by Operator and its employees, contractors, sub-contractors, agents, and business invitees as needed to conduct oil and gas operations as described in this Agreement. The Road Easement shall be approximately twenty (20) feet in width, being ten (10) feet on each side of the centerline. .

2.1.1. Road construction that requires cuts and fills shall be minimized to the maximum extent possible.

2.1.2. Culverts shall be installed at ditch and drainage crossings when requested by Owner where road cross such ditches or drainages, and shall be sized to prevent obstruction to the free flow of the volumes of water being carried, inclusive of flood stages. Operator shall protect all water sources and conveyance structures, including but not limited to the natural flow of creeks, wells, and ditches, from all operational activities and shall immediately remedy any diversion, curtailment, or blockage of water flows or contamination of water sources.

2.1.3. The road shall at all times be properly graded, drained, graveled, and maintained by Operator from commencement of operations through final reclamation of the Well Pad(s) or termination of this Agreement. Further, Operator shall keep the Road Easement in good order, at all times free from litter and debris.

2.1.4. Operator shall abide by a 15 m.p.h. speed limit at all times on all roads.

2.1.5. Operator shall use the best available methods, other than hard surfacing, to limit dust. Magnesium chloride shall be applied when requested by Owner, up to a maximum of two (2) times per year.

2.1.6. Owner shall have the right to relocate any road, provided that such relocation does not impose an undue burden on Operator. Any relocated road shall be of similar utility, and all costs associated with such relocation, other than routine maintenance, shall be at Owner's expense.

2.1.7. The Road Easement conveyed by this Agreement shall not include a right of use by the public to other lands. Owner reserves the right to use all such roads for any purpose that does not unreasonably interfere with Operator's operations.

2.1.8. Consideration. As consideration for the grant of the Road Easement, prior to commencing any use or construction, Operator shall pay Owner a one-time payment of per linear foot of Road Easement.

2.2. Pipeline Easement. Owner grants to Operator, its agents, employees, contractors, and subcontractors, a non-exclusive pipeline easement ("Pipeline Easement"), approximately fifteen (15) feet in width along existing roads or disturbances if applicable and/or across the Property to the Well Pad(s), or thirty (30) feet when not adjacent to existing roads or disturbances, to construct, maintain, inspect, and operate, a pipeline or pipelines, and pigging facilities solely for: 1) transporting oil, gas, petroleum products, water, and any other substances recovered during oil and gas production under this Agreement, whether fluid or solid, any products and derivatives of any of those substances, and any combinations and mixtures of any of those substances, and 2) movement of water. Owner also grants to Operator a license for the use of 15 feet parallel to and adjoining one side of the Pipeline Easement as appropriate for temporary use during the initial installation of the pipelines.

2.2.1. Nothing in this subsection 2.2 shall be construed as granting Operator the right to place any facilities on the Property other than the pipeline, and related pipeline equipment to be placed in the Pipeline Easement.

2.2.3. Consideration. As consideration for the grant of the Pipeline Easement, prior to commencing any use or construction on the Pipeline Easement, Operator shall pay Owner a one-time payment of per linear foot but only as to that portion of the Pipeline Easement that is not located within the Road Easement. Consideration has been paid pursuant to Section 2.1 of this Agreement for that portion of the Pipeline Easement that is located within the Road Easement.

2.3 Completion Pits. If deemed necessary, Operator will build completion pits ("Completion Pit") on the Property for the purposes of storage of completion fluids utilized in the completion of Operators wells.

2.3.1 Completion Pit shall be lined with a minimum of 24 ml plastic (or as required per UOGCC regulations) and all plastic lining shall be removed during initial reclamation and not buried in place. Excavated material shall be replaced within thirty (30) days of finalization of completion of operations at the Completion Pit unless otherwise agreed to by the parties. Operator will be responsible for all reclamation of the Completion Pit and, as part of the reclamation, Operator shall remove all construction materials no longer necessary of the operation of the Completion Pit and remove compaction from the soil in areas no longer necessary of the operation of the Completion Pit. The Completion Pit and access road shall be returned to the approximate original topography and seeded with appropriate native vegetation for ground cover and erosion control. Subsidence in any reclaimed area shall be corrected by adding additional topsoil. Crop lands shall be returned to grass or alfalfa, as requested by Owner, and sagebrush areas shall be planted with native grasses and vegetation that existed prior to disturbance.

At all times while Completion Pit is being utilized and until such time as Completion Pit is reclaimed, Completion Pit shall be fenced with five-strand barb wire fencing affixed to steel posts spaced six (6) feet apart at a height not less than forty-eight (48) inches.

Owner agrees to give its approval of any permit that is deemed necessary by Operator from Uintah County, the State of Utah or other lawful authority claiming jurisdiction over the Completion Pit and operations related to thereto.

2.4. Easement Construction.

2.4.1 Operator shall use its best efforts to provide written notice to Owner at least two (2) weeks prior to any construction or installation under this Section 2, with the exception of initial construction which may proceed immediately upon execution of this Agreement.

2.4.2 Operator shall run all pipelines on surface whenever possible to minimize surface disturbance. If necessary to bury pipelines, Operator will bury pipelines placed within any pipeline easement at a depth not less than thirty six (36) inches, and shall install all such pipelines so that they can be detected using a commonly available metal detector.

2.4.3 Operator shall use its best efforts to immediately repair any roadway crossings and fences on or enclosing the Property that is damaged or temporarily taken down during any construction on or use of any pipeline easement.

2.4.4 Any rocks excavated by Operator that are too large (12" or greater) to be incorporated into fill shall be removed.

2.4.5 Operator shall provide Owner with "as-built" survey of all pipelines after construction. It shall be the Operator's responsibility to record necessary documents in Uintah County, and to provide the Owner with a copy of any recorded documents.

2.4.6 Operator shall not use any pipeline easement as a vehicle access point to lands adjacent to the Property. Unless otherwise agreed to by both parties, no gates shall be installed on any fences on or near the boundary lines of the Property.

2.4.7 During installation of any road or pipeline on the Property, and at all times thereafter, Operator shall minimize disruption of, and interference with, any ranching, agriculture, or other operations conducted on the Property now or in the future. No camping, recreating, hunting, or any other non-pipeline related activities are permissible at any time on the pipeline or road easements or the Property by Operator.

2.4.8 Within 120 days after installation of any pipeline, or any maintenance or repair of any pipeline that disturbs the surface of the Property, Operator shall restore any affected area to its approximate pre-disturbance topography and re-seed all such areas with appropriate native grasses or alfalfa for ground cover and erosion control as requested by Owner. Operator shall insure a naturally contoured surface over the pipeline easements.

2.5 Term of Grant. The pipeline and road easements granted herein shall continue until: (i) the termination of this Agreement in accordance with Section 8, or (ii) Operator's written surrender of the easement.

2.6. Evolution of Use. Operator's use of the easements shall be limited according to the terms of this Agreement, and the doctrine of "normal evolution of use" shall not apply to Operator's use of the easements.

3. Weed Control. Operator shall be responsible for controlling all noxious weeds on all areas of its operations.

3.1. Notification. If Operator locates, or Owner notifies Operator in writing of the location of, noxious weeds on any areas subject to this Section 3, Operator shall implement control procedures before the noxious weeds go to seed.

4. Erosion Control. Operator shall be responsible for controlling all erosion of soils at any Well Pad and easement, and on areas adjacent to the Property that is caused by the activities of Operator or its employees, contractors, sub-contractors, or agents. Such erosion control shall include, without limitation, recontouring, reseeding and re-vegetating such lands and restoring any reservoirs or waterways to their previous quality and capacity. Operator's responsibility for erosion control pursuant to this Section 4 shall be ongoing and shall continue even after termination of Operator's use of a Well Pad or easement, until (i) such time as Owner provides Operator with a written release of Operator's further obligation to control erosion on the Property, or (ii) one year has passed since the last Well was plugged and abandoned or the termination of the easement, as the case may be.

5. Reclamation.

5.1. Initial Reclamation. Within two (2) years after initial disturbance to a Well Pad, except for areas required for current operations such as roads, the wellhead(s), permanent facilities, water pits, future drilling and completion operations, and room for future workover operations, Operator shall restore all disturbed areas in accordance with this subsection 5.1. Such restoration shall commence immediately following completion of the Wells and establishment of equipment on a Well Pad, the completion of a road, and/or the completion of a pipeline, as the case may be.

5.1.1. Operator shall submit copies of a site-specific reclamation plan along with copies of each approved Application for Permit-to-Drill, including any conditions of approval for all Wells on the Property, prior to commencement of construction operations with heavy equipment. All interim and final reclamation goals shall be included in the site-specific reclamation plan.

5.1.2. Operator shall provide Owner at Owner's request with: (i) cut and fill diagrams for construction of the Well Pads, including cross sections and plan views with topographic contours; and (ii) a site map showing the location of wellbores, drilling and completion pits, access roads, soil stockpiles, and the layout of drilling and completion equipment.

5.1.3. Operator shall remove all construction materials, in-fill pits and holes no longer necessary of the operation of the Well(s), and remove compaction from the soil in areas no longer necessary of the operation of the Well(s). The operational Well Pad shall be returned to the approximate original topography and seeded with appropriate native vegetation for ground cover and erosion control. Subsidence in any reclaimed area shall be corrected by adding additional topsoil. Crop lands shall be returned to grass or alfalfa, as requested by Owner, and sagebrush areas shall be planted with native grasses and vegetation that existed prior to disturbance.

5.1.4. A minimum of twelve (12) inches of favorable growth medium shall be reapplied during interim and final reclamation. If this quantity of material is not available, existing soils shall be treated with amendments and fertilizer to create a favorable growth medium.

5.1.5. The Well Pad(s) and easements shall be mulched immediately after seeding with weed-free straw or other type of weed-free mulch. Operator shall be responsible for protecting re-plantings, including fencing to exclude animals.

5.1.6. Additional disturbance of native or previously reclaimed areas shall be minimized. If any subsequent disturbances of surface areas are undertaken at any time, the same reclamation and re-vegetation obligations shall apply. Recontouring shall not be required in areas that have been successfully reclaimed.

5.2. Final Reclamation. Final reclamation shall return the entire site to its original topography and vegetation, and shall be complete and successful within three (3) years after the last Well is plugged and abandoned. However, if at the end of the three (3) year period Operator has not completed a successful reclamation because of events beyond its control, Owner agrees to grant Operator in writing a reasonable extension of time to achieve a successful reclamation. Upon final termination of operations, Owner may request culverts and fencing to be left in place, in which case they shall thereafter belong to Owner.

6. Water. For all drilling, completion and Well Pad and road construction, Operator shall have the continuing ability to use any water located on the Property, except as otherwise expressly agreed in writing by Owner. The Owners needs of water for agricultural uses shall be senior to Operators needs of water, however, in the event of conflicting desires for use of water, the parties shall mutually agree as to the best use alternative. Operator shall take all necessary steps to prevent its operations from polluting any water well, water spring or other water source located on the Property.

7. Hunting. Operator will not allow any hunting to be conducted on the Property by it employees and contractors. No firearms will be allowed in any vehicle that is utilized by Operators employees or contractors.

8. Termination. This Agreement shall terminate upon the later of: (i) the expiration or termination of the Lease and easements granted; or (ii) upon completion of final reclamation. No termination of this Agreement by Owner, Operator or otherwise shall relieve Operator of any obligation under this Agreement incurred or occurring prior to and through the date of termination, including Operator's liability for or obligation to perform any maintenance, reclamation, mitigation, corrective action, or expenditures required pursuant to common law or any federal, state or local statute, regulation, rule or ordinance. Upon termination of the rights granted under this Agreement, Operator shall execute and deliver to Owner, within thirty (30) days of written demand therefor, an acknowledgment that this Agreement has been terminated. If Operator fails or refuses to deliver that acknowledgment, a written notice by Owner reciting any such failure or refusal and that this Agreement is terminated shall, sixty (60) days after the date of recording of that notice, be conclusive evidence against Operator and all persons claiming under Operator of the termination of this Agreement.

9. General Provisions.

9.1. Consultation. Operator shall consult with Owner regarding all significant operations involving Operator's use of the Property. Operator shall notify Owner at least seven (7) days prior to beginning any work on the Property involving heavy equipment, including but not limited to drilling, excavating, and cutting roads or laying pipelines.

9.2. Surveys, Plans. Prior to construction, Operator shall provide Owner with UOGCC well permits and applications, as well as surveys and plans of the Well Pad site, easements, roads, pipelines and equipment location.

9.3. Liability of Operator. Except for the damages covered by this Agreement, Operator shall be liable for any injury to persons, property, or livestock caused by or incident to the operations of Operator, its agents, employees, contractors, or subcontractors ("Operator Group") on the Property, or any extraordinary damages due to spills of materials, explosions, or any other harmful activity of Operator. Operator shall indemnify and hold harmless Owner from and against any and all past, present and future liability, damages, costs, expenses, fines, penalties and fees (including without limitation reasonable attorney and consultant fees) incurred by or asserted against Owner arising from or regarding or relating to the Operator Group's use of the Wells, Well Pad(s) or easements or any other rights granted by this Agreement. Such indemnification shall extend to and encompass, but shall not be limited to, all claims, demands, actions or other matters which arise under the common law or other laws

designed to protect the environment and public health or welfare including, without limitation, the following laws (as amended) and any regulation promulgated under their authority: Endangered Species Act of 1973 (16 U.S.C. § 1531, *et seq.*); Clean Water Act (33 U.S.C. § 1251, *et seq.*); Clean Air Act (42 U.S.C. § 741, *et seq.*); National Environmental Policy Act (42 U.S.C. § 4321, *et seq.*); Comprehensive Environmental Response, Compensation and Liability Act (42 U.S.C. § 9601, *et seq.*); Solid Waste Disposal Act (42 U.S.C. § 6901, *et seq.*); Toxic Substance Control Act (16 U.S.C. § 2601, *et seq.*); Safe Drinking Water Act (42 U.S.C. § 300f, *et seq.*); Occupational Safety and Health Act (29 U.S.C. § 651, *et seq.*); and any applicable state or local statutes, regulations or ordinances. Operator shall, at Owner's option, defend Owner or reimburse Owner as expenses are incurred for Owner's defense against any claims, demands, actions or other matters, whether brought or asserted by federal, state or local governmental bodies or officials, or by private persons, which are asserted pursuant to or brought under any such laws. All of Operator's obligations stated in this subsection 9.3 shall survive termination of this Agreement.

9.4. Regulations: No part of this Agreement shall be construed to relieve Operator from any or all UOGCC or regulations, present and future.

9.5. No Off-Site Substances. Operator shall not store or dispose of on the Property any soil, waste, or other substance generated off of the Property, except water to be used for fracing purposes or disposal services.

9.6. Prohibited Items and Activities. Operator shall not be permitted to have, or allow, firearms, crossbows, pets, alcohol, or illegal drugs on the Property. Personal and/or leisure activities are prohibited. No employees, contractors, subcontractors, agents, guests or invitees of Operator shall reside on the Property overnight, with the exception of personnel deemed critical to Well operations by the Operator.

9.7. Insurance. Operator shall keep its operations insured, or comply with applicable self-insurance laws and regulations, for automobile, liability, and workmen's compensation insurance, and for any damages incurred on the Property.

9.8. Operator Liens. Operator shall, at its sole expense, keep the Property free and clear of all liens and encumbrances resulting from Operator's and its agents' activities on the Property, and shall indemnify and hold harmless Owner from and against any and all liens, claims, demands, costs, and expenses, including, without limitation, attorney fees and court costs, in connection with or arising out of any work done, labor performed, or materials furnished.

9.9. No Warranty of Title. This Agreement is made subject to any and all existing easements, rights-of-way, liens, agreements, burdens, encumbrances, restrictions, and defects in title affecting the Property. Owner does not in any way warrant or guarantee title to the Property.

9.10. Subrogation of Rights. Operator shall have the right to discharge or redeem for Owner, in whole or in part, any mortgage, tax, or other lien on the Property that could jeopardize Operator's rights under this Agreement, in which case Operator shall be subrogated to such rights of the party to whom payment is made for purposes of securing and collecting the amounts paid on behalf of the Owner.

9.11. Waiver. The failure of either party to enforce any of its rights under this Agreement upon any occasion shall not be deemed a waiver of such rights on any subsequent occasion(s). The waiver, either express or implied, by any party of any of the rights, terms or conditions in this Agreement shall not be deemed as or constitute a waiver of any other rights, terms or conditions in this Agreement. Any waiver, in order to be valid and effective, must be in writing.

9.12. Notice. Wherever provision is made in this Agreement for the giving, service, or delivery of any notice, statement, or other instrument, such notice shall be given by: (i) personal delivery, or (ii) United States first class mail, postage prepaid, addressed to the party entitled to receive the same at the address stated in the introductory paragraph; provided, however, that each party may change that party's mailing address by giving to the other party written notice of change of such address in the manner provided in this subsection. Mail shall be deemed to have been given, served and delivered upon the third delivery day following the date of the mailing; personal delivery shall be deemed to have been given, served and delivered upon receipt.

9.13. UOGCC Notices.

9.13.1. Owner shall be provided with a copy of any "Change of Operator" notice filed with the UOGCC pursuant to Rule 312.

9.13.2. A copy of any notice filed with the UOGCC regarding public health, safety, or emergency matters shall be delivered to Owner simultaneously with the UOGCC notice. In the event of a spill of E&P waste or any substance, Operator shall immediately notify Owner, verbally or by telephone if possible, and identify the quantity, location, and type of substance released. In the event of a surface or subsurface loss of well control, Operator shall notify Owner, verbally or by telephone if possible, as soon as possible. Any verbal or telephonic notification under this subsection shall be documented in writing and provided to Owner in accordance with subsection 9.14.

9.13.3. Copies of all forms, notices, plans, tests, or other documentation regarding spills or blow-outs shall be provided to Owner at the same time as filing with the UOGCC, local government representative, or any other regulatory agency.

9.13.4. A copy of any Operator requests for variance from surface use or reclamation regulations, not requiring a petition and notice to Owner, shall be delivered to Owner at the same time as delivery to the UOGCC.

9.14. Authority. Operator represents and warrants that it has full authority to commit to this Agreement. Operator shall provide Owner with a copy of all leases, including pooling or communitization agreements, and spacing orders, under which it is operating on the Property.

9.15. Survival of Obligations. All obligations, indemnifications, duties, and liabilities undertaken by Operator under this Agreement shall survive the termination of this Agreement.

9.16. Merger of Prior Agreements. This Agreement and the Lease contain the sole and entire agreement and understanding of the parties with respect to the entire subject matter on the Property. All prior discussions, negotiations, commitments, agreements, and understandings relating to the subjects of this Agreement on the Property, and the Lease are

merged into them. In the event of any conflict between the terms of this Agreement and the Lease, the terms of this Agreement shall control.

9.17. Amendments. This Agreement may only be amended by the written agreement of both parties. This Agreement cannot be amended or terminated orally.

9.18. Assignment. This Agreement is assignable by the parties.

9.19. Headings. Section headings or captions contained in this Agreement are inserted only as a matter of convenience and for reference, and in no way define, limit, extend, or describe the scope of this Agreement or the intent of any provision.

9.20. Construction. Whenever required by the context of this Agreement, the singular shall include the plural, and vice versa; and the masculine gender shall include the feminine and neuter genders, and vice versa. The provisions of this Agreement have been independently, separately and freely negotiated by the parties as if drafted by both of them. The parties waive any statutory or common law presumption that would serve to have this Agreement construed in favor of or against either party.

9.21. Severability. If any provision of this Agreement is illegal, invalid, or unenforceable under present or future laws applicable to this Agreement, the parties intend that the remainder of this Agreement shall remain in full force and effect so as to fulfill as fully as possible the intent of the parties as expressed by the then existing terms of the Agreement, including the invalidated provision.

9.22. Applicable Law and Attorney Fees. This Agreement and the rights of the parties under it shall be governed by and interpreted in accordance with the laws of the State of Utah, by the District Court of Uintah County, Utah. In the event of a dispute involving or related to any term or condition of this Agreement, the non-breaching party shall be entitled to recover its reasonable costs and attorney fees, including post-judgment collection costs, in addition to actual damages.

9.23. Heirs, Successors and Assigns. Subject to any limitations on assignment provided in this Agreement, this Agreement shall run with the land and be binding upon and inure to the benefit of the parties and their respective heirs, successors and assigns.

OWNER:

STATE OF UTAH

COUNTY OF UINTAH

The foregoing instrument was subscribed and sworn to before me on 7 November, 2011, by Eddie Jensen.

My commission expires: June 25, 2014

Witness my hand and seal.

Notary Public

JOSH C HARBISON
Notary Public
State of Utah
Comm. No. 583203
My Comm. Expires Jun 25, 2014

OPERATOR:
Axia Energy, LLC

By: _____
Tab McGinley,
Vice President of Land and Business Development

STATE OF COLORADO

COUNTY OF DENVER

The foregoing instrument was subscribed and sworn to before me on NOVEMBER 10th 2011, by Tab McGinley, Vice President of Land and Business Development of Axia Energy, LLC.

My commission expires: 6-4-2013

Witness my hand and seal.

Notary Public

Cindy J. Turner
Notary Public
State of Colorado
My Commission Expires 06/04/2013

BOP Equipment

3000psi WP

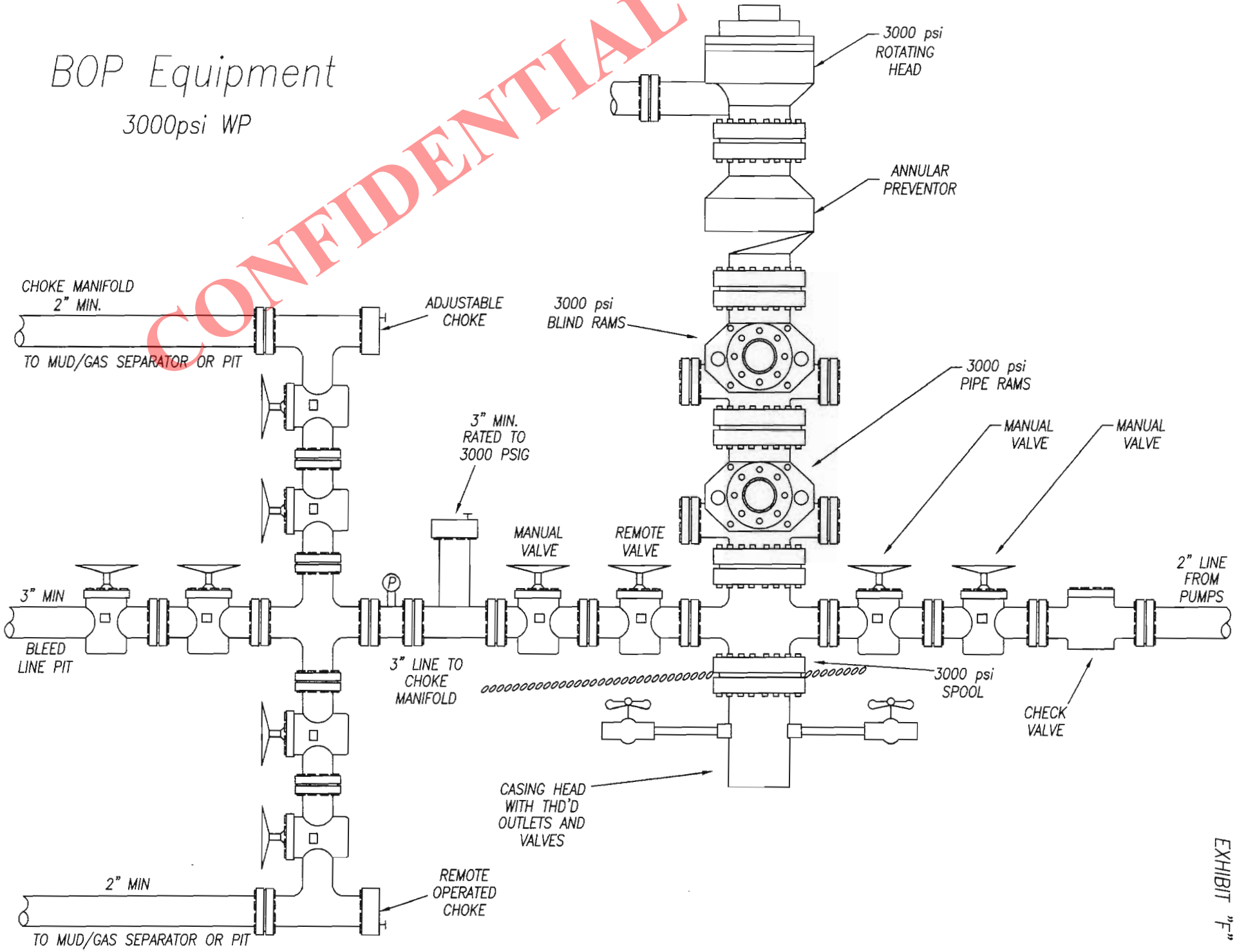


EXHIBIT "F"

RECEIVED: June 27, 2012

API Well Number: 43047528760000

Star Point Enterprises, Inc.

2580 Creekview Road
Moab, Utah 84532
435/719-2018

June 27, 2012

Mrs. Diana Mason
State of Utah
Division of Oil Gas and Mining
P.O. Box 145801
Salt Lake City, Utah 84114-5801

RE: Request for Exception to Spacing – Axia Energy, LLC – **Three Rivers 32-41-720**
Surface Location: 594' FNL & 300' FEL, NE/4 NE/4, Section 32, T7S, R20E,
Target Location: 660' FNL & 660' FEL, NE/4 NE/4, Section 32, T7S, R20E,
SLB&M, Uintah County, Utah

Dear Diana:

Axia Energy, LLC respectfully submits this request for exception to spacing (R649-3-11) based on geology since the well is located less than 460 feet to the drilling unit boundary. Axia Energy, LLC is the only owner and operator within 460 feet of the surface and target location as well as all points along the intended well bore path and are not within 460 feet of any uncommitted tracts or a unit boundary.

Thank you very much for your timely consideration of this application. Please feel free to contact Jess A. Peonio of Axia Energy, LLC at 720-746-5212 or myself should you have any questions or need additional information.

Sincerely,

Don Hamilton
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

RECEIVED: June 27, 2012

API Well Number: 43047528760000

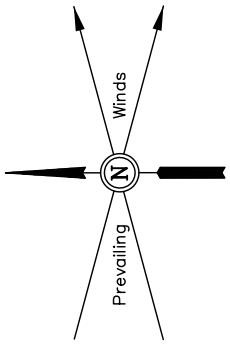
AXIA ENERGY

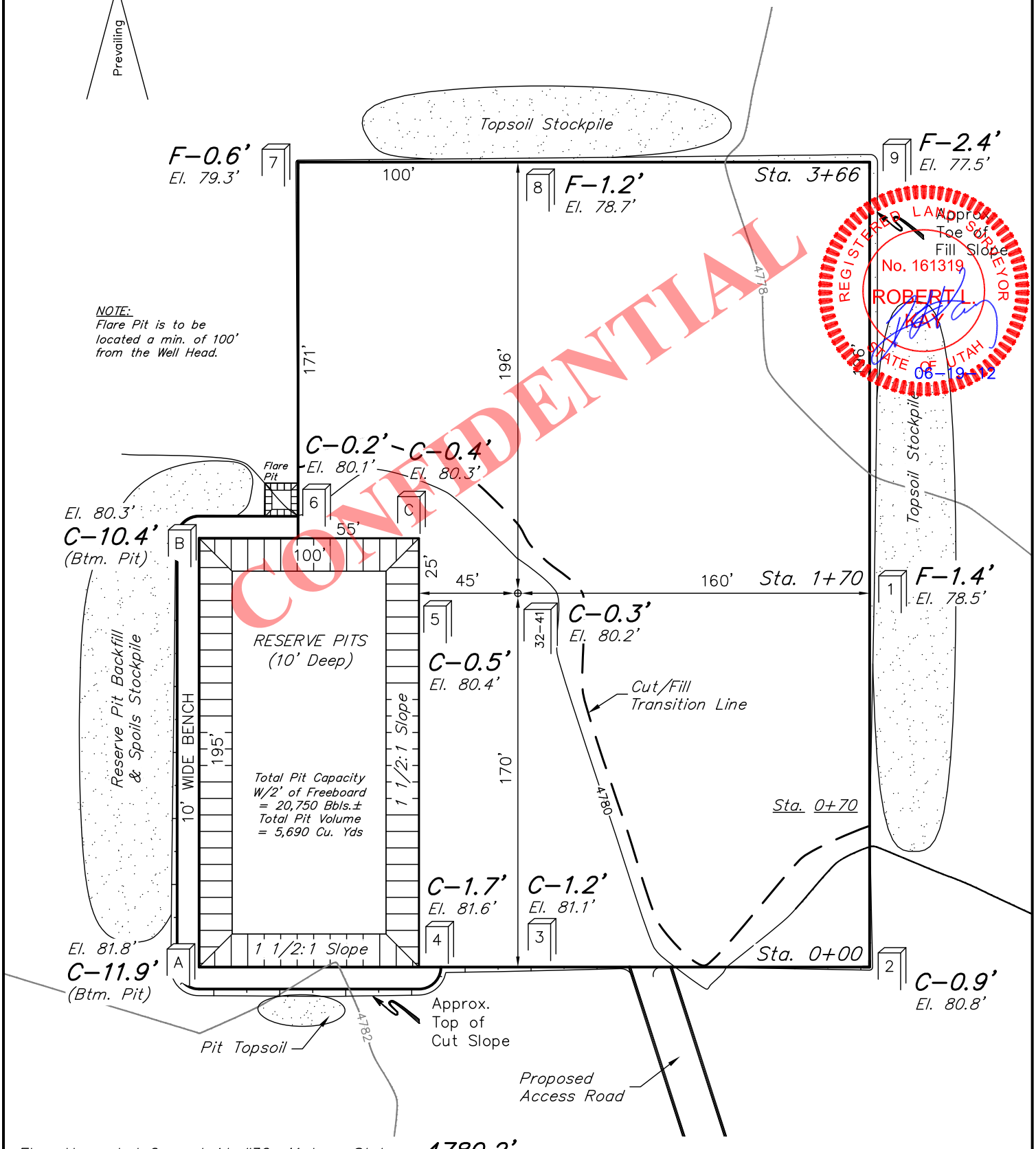
LOCATION LAYOUT FOR

THREE RIVERS #32-41-720
SECTION 32, T7S, R20E, S.L.B.&M.
NE 1/4 NE 1/4

FIGURE #1

SCALE: 1" = 60'
DATE: 04-25-12
DRAWN BY: K.O.
REV: 06-19-12





REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
06-19-12

Elev. Ungraded Ground At #32-41 Loc. Stake = 4780.2'
FINISHED GRADE ELEV. AT #32-41 LOC. STAKE = 4779.9'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: June 27, 2012

AXIA ENERGY

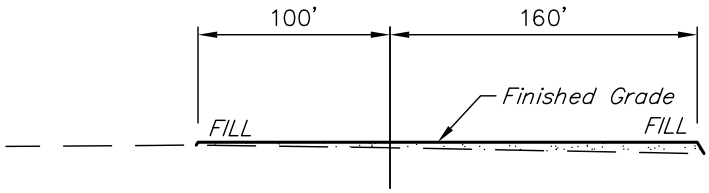
TYPICAL CROSS SECTIONS FOR

THREE RIVERS #32-41-720
SECTION 32, T7S, R20E, S.L.B.&M.
NE 1/4 NE 1/4

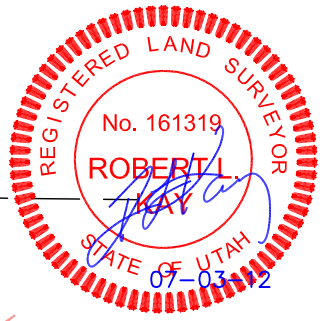
FIGURE #2

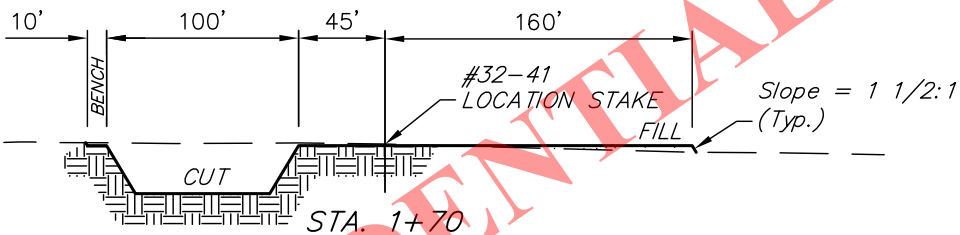
1" = 40'
X-Section Scale
1" = 100'

DATE: 04-25-12
DRAWN BY: K.O.
REV: 06-19-12
REV: 06-21-12

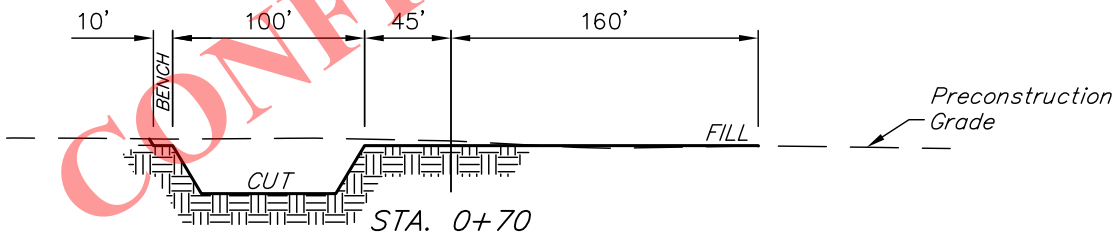


STA. 3+66

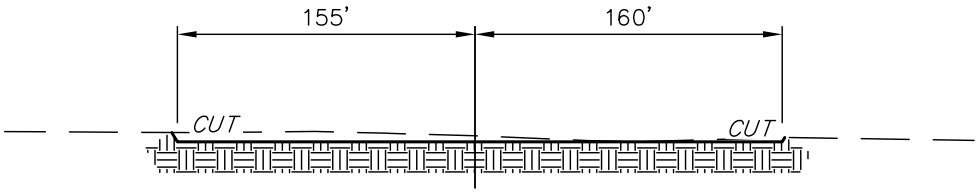




STA. 1+70



STA. 0+70



STA. 0+00

NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE	= ±	3.958 ACRES
ACCESS ROAD DISTURBANCE	= ±	7.300 ACRES
PIPELINE DISTURBANCE	= ±	7.482 ACRES
POWER LINE DISTURBANCE	= ±	7.544 ACRES
TOTAL	= ±	26.284 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	2,040 Cu. Yds.
Remaining Location	=	6,480 Cu. Yds.
TOTAL CUT	=	8,520 CU. YDS.
FILL	=	3,630 CU. YDS.

EXCESS MATERIAL	=	4,890 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	4,890 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	0 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
*85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017*

RECEIVED: June 27, 2012

API Well Number: 43047528760000

AXIA ENERGY

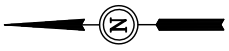
TYPICAL RIG LAYOUT FOR

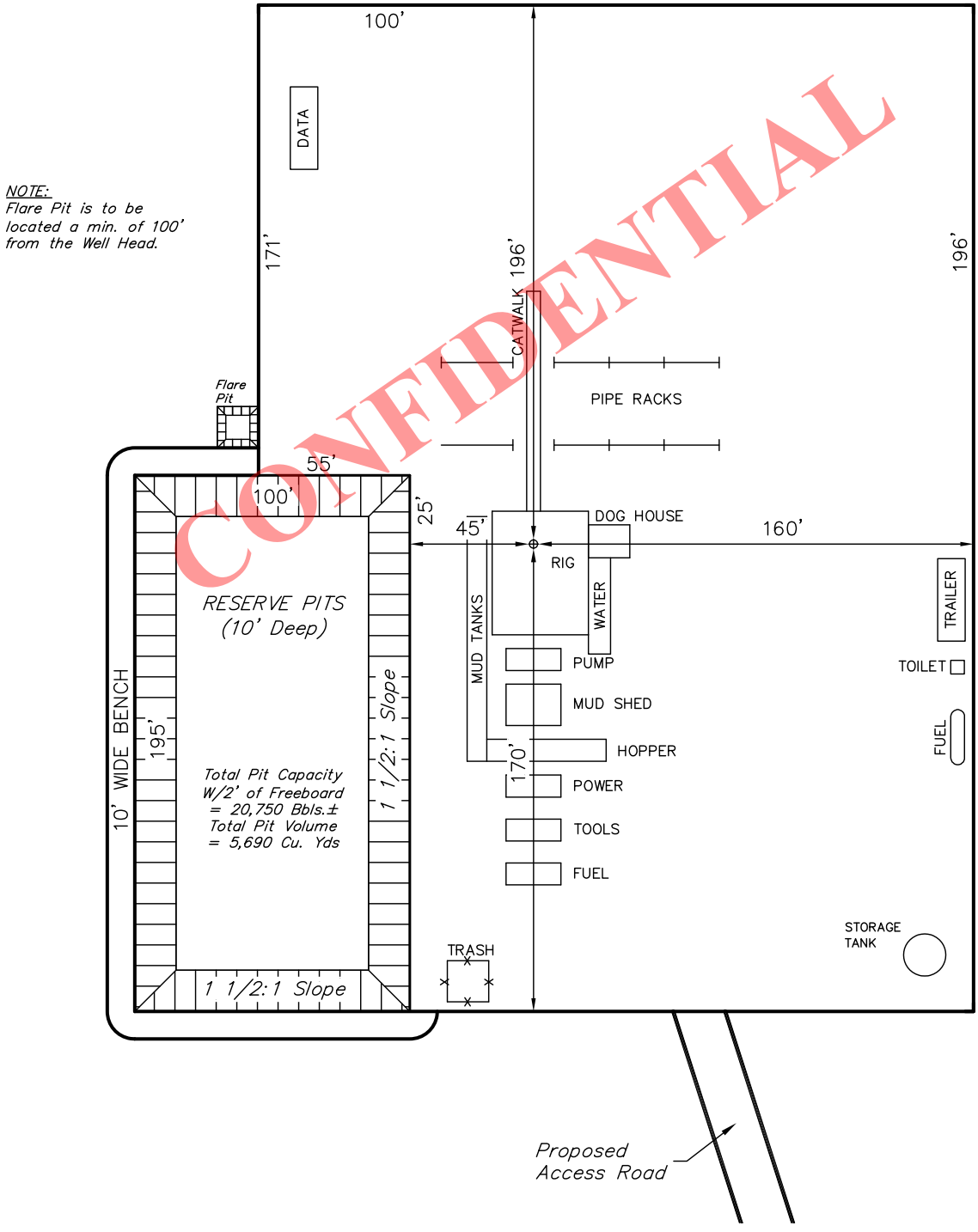
THREE RIVERS #32-41-720
SECTION 32, T7S, R20E, S.L.B.&M.
NE 1/4 NE 1/4

FIGURE #3

SCALE: 1" = 60'
DATE: 04-25-12
DRAWN BY: K.O.
REV: 06-19-12

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
06-19-12





UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: June 27, 2012

API Well Number: 43047528760000

AXIA ENERGY

INTERIM RECLAMATION PLAN FOR

THREE RIVERS #32-41-720
SECTION 32, T7S, R20E, S.L.B.&M.
NE 1/4 NE 1/4

FIGURE #4

SCALE: 1" = 60'
DATE: 04-25-12
DRAWN BY: K.O.
REV: 06-19-12

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
06-19-12

o #32-41

Treaters

Water W W

Combuster

Oil O O O O

Meter

Access Road

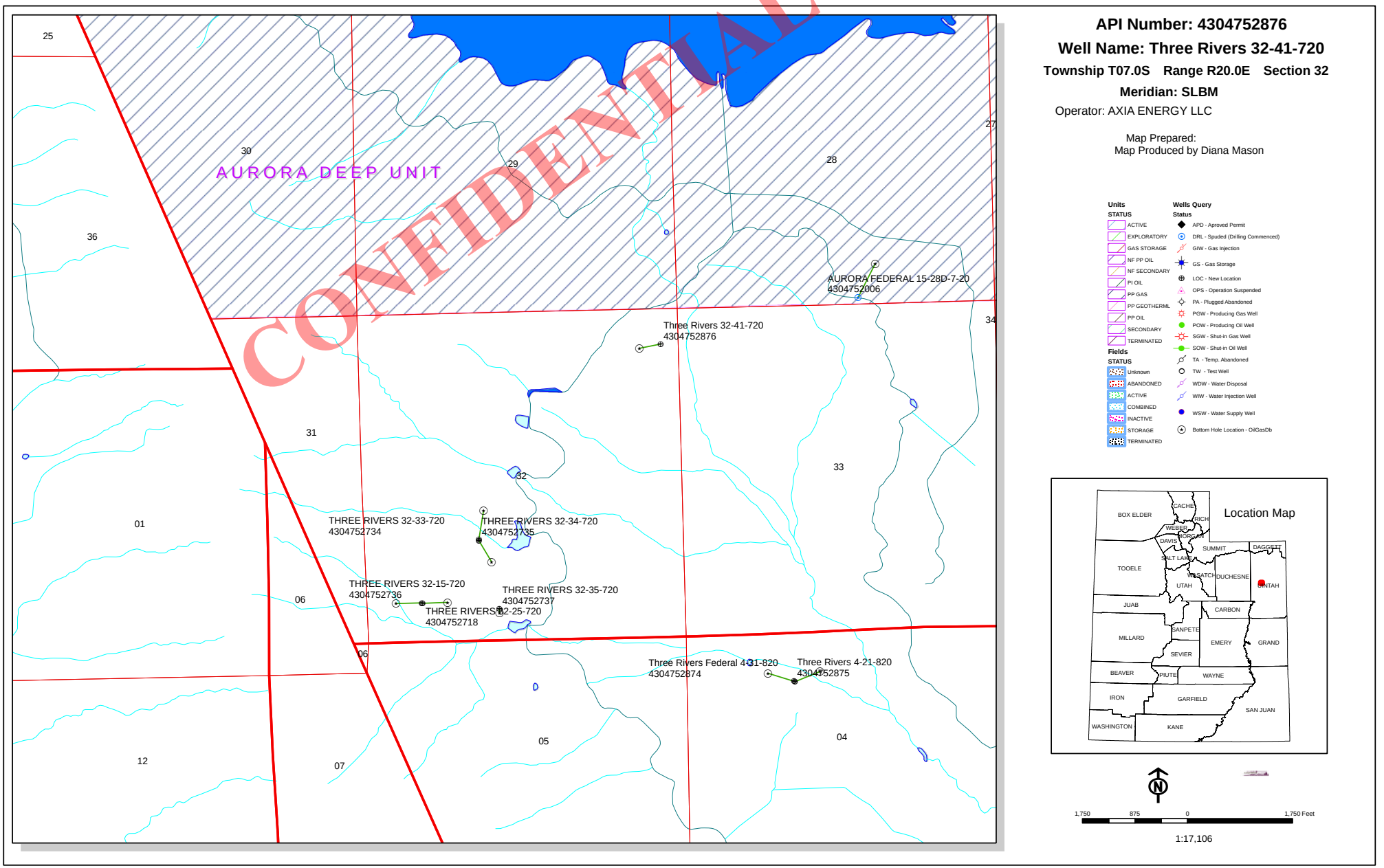
APPROXIMATE ACREAGES
UN-RECLAIMED = ± 0.959 ACRES

INTERIM RECLAMATION

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: June 27, 2012

API Well Number: 43047528760000



RECEIVED: June 28, 2012

API Well Number: 43047528760000

BOPE REVIEW AXIA ENERGY LLC Three Rivers 32-41-720 43047528760000

Well Name	AXIA ENERGY LLC Three Rivers 32-41-720 43047528760000			
String	SURF	PROD		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	1300	9155		
Previous Shoe Setting Depth (TVD)	0	1300		
Max Mud Weight (ppg)	8.7	9.2		
BOPE Proposed (psi)	1000	3000		
Casing Internal Yield (psi)	3930	7740		
Operators Max Anticipated Pressure (psi)	3964	8.3		

Calculations	SURF String	8.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	588		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	432	YES	diverter with rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	302	YES	OK
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	302	NO	OK
Required Casing/BOPE Test Pressure=		1300	psi	
***Max Pressure Allowed @ Previous Casing Shoe=**		0	psi	*Assumes 1psi/ft frac gradient

Calculations	PROD String	5.500	"	
Max BHP (psi)	.052*Setting Depth*MW=	4380		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3281	NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2366	YES	OK
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2652	NO	Reasonable
Required Casing/BOPE Test Pressure=		3000	psi	
***Max Pressure Allowed @ Previous Casing Shoe=**		1300	psi	*Assumes 1psi/ft frac gradient

Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
***Max Pressure Allowed @ Previous Casing Shoe=**			psi	*Assumes 1psi/ft frac gradient

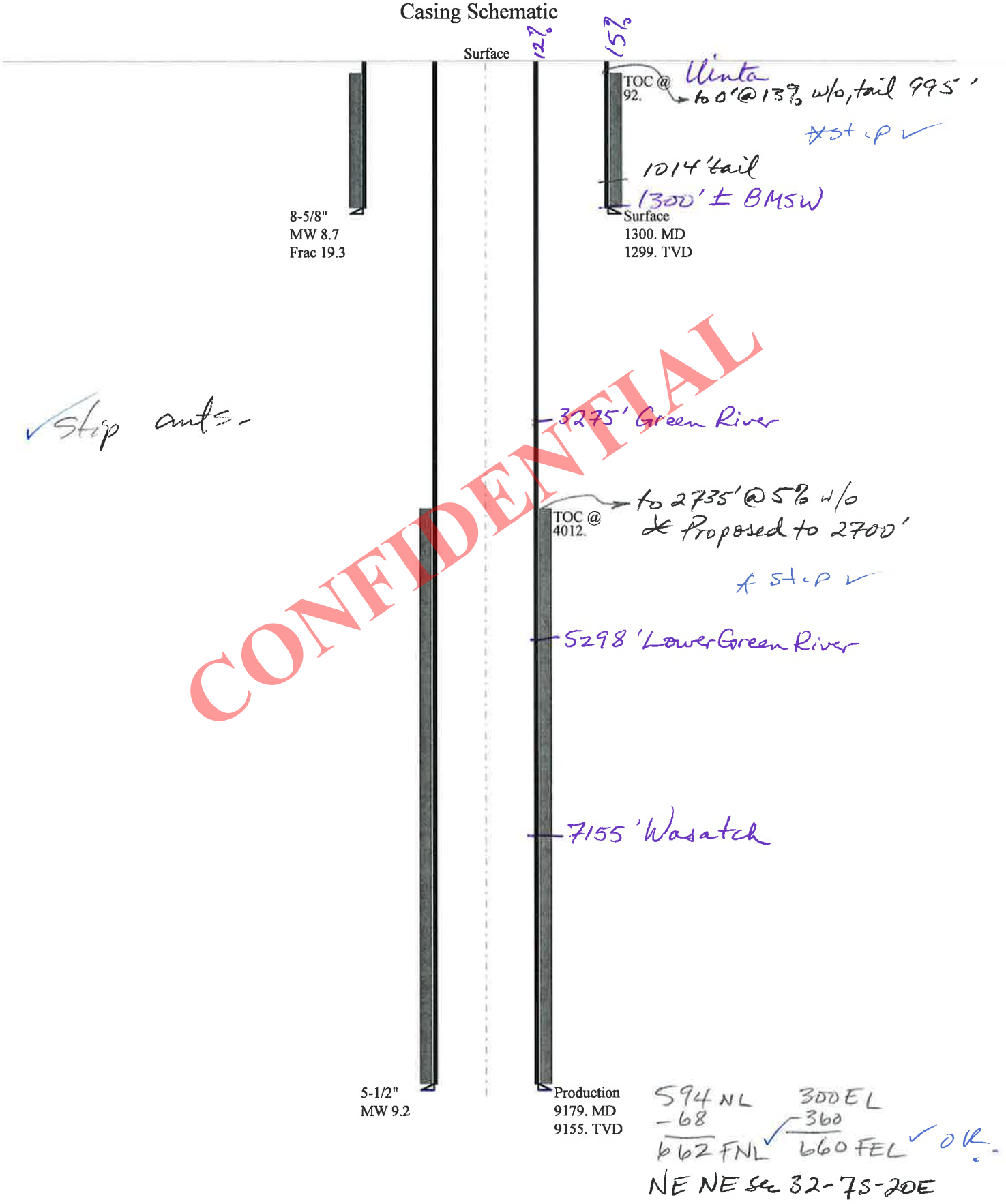
Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
***Max Pressure Allowed @ Previous Casing Shoe=**			psi	*Assumes 1psi/ft frac gradient

RECEIVED: August 28, 2012

API Well Number: 43047528760000

43047528760000 Three Rivers 32-41-720

Casing Schematic



Well name:	**43047528760000 Three Rivers 32-41-720**
Operator:	**Axia Energy LLC**
String type:	Surface
Project ID:	43-047-52876
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 8.700 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 1,144 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 1,299 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 1,132 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 92 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 92 ft

Directional Info - Build & Drop
Kick-off point 1000 ft
Departure at shoe: 16 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 6 °

Re subsequent strings:
Next setting depth: 9,155 ft
Next mud weight: 9.200 ppg
Next setting BHP: 4,375 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 1,299 ft
Injection pressure: 1,299 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	1300	8.625	32.00	J-55	LT&C	1299	1300	7.875	10476

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	587	2480	4.222	1299	3930	3.02	41.6	417	10.03 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: August 24,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 1299 ft, a mud weight of 8.7 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	**43047528760000 Three Rivers 32-41-720**
Operator:	**Axia Energy LLC**
String type:	Production
Project ID:	43-047-52876
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 9.200 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 2,361 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 4,375 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 7,902 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 202 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 4,012 ft

Directional Info - Build & Drop
Kick-off point 1000 ft
Departure at shoe: 366 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	9179	5.5	17.00	N-80	LT&C	9155	9179	4.767	51737

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	4375	6290	1.438	4375	7740	1.77	155.6	348	2.24 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: August 24,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 9155 ft, a mud weight of 9.2 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

ON-SITE PREDRILL EVALUATION
Utah Division of Oil, Gas and Mining

Operator AXIA ENERGY LLC
Well Name Three Rivers 32-41-720
API Number 43047528760000 **APD No** 6245 **Field/Unit** WILDCAT
Location: 1/4,1/4 NENE **Sec** 32 **Tw** 7.0S **Rng** 20.0E 594 FNL 300 FEL
GPS Coord (UTM) 612009 4447699 **Surface Owner** Eddie Jensen

Participants

Land owner Eddie Jensen, Shane Wentzel (Axia), Brandon Bowthorpe (UELS), John Busch (dirt contractor), Don Hamilton (permit contractor)

Regional/Local Setting & Topography

This location is flat and bare of vegetation. There is an old abandoned canal to the north of the location and a sort of catch basin or pond to the east of the location but the location will affect neither. Pelican lake is approximately 3/4 mile due north.

Surface Use Plan

Current Surface Use

New Road Miles	Well Pad	Src Const Material	Surface Formation
2	**Width** 260 **Length** 366	Offsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? N

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

bare of vegetation

Soil Type and Characteristics

clay loam

Erosion Issues N

Sedimentation Issues N

Site Stability Issues Y

Gravel will brought in to stabilize surface

Drainage Diverson Required? N

Berm Required? N

Erosion Sedimentation Control Required? N

RECEIVED: August 29, 2012

API Well Number: 43047528760000

Paleo Survey Run? N **Paleo Potental Observed?** N **Cultural Survey Run?** Y **Cultural Resources?** N

Reserve Pit

Site-Specific Factors		Site Ranking
Distance to Groundwater (feet)	100 to 200	5
Distance to Surface Water (feet)	300 to 1000	2
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	Low permeability	0
Fluid Type	TDS>5000 and	10
Drill Cuttings	Salt or Detrimental	10
Annual Precipitation (inches)		0
Affected Populations		
Presence Nearby Utility Conduits	Not Present	0
	Final Score	27 1 Sensitivity Level

Characteristics / Requirements

the reserve pit will be 195' by 100f by 10 deep. Axia plans to use a 16 mil liner and felt subliner. This will be adequate for this site.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 16 **Pit Underlayment Required?** Y

Other Observations / Comments

Richard Powell
Evaluator

7/18/2012
Date / Time

RECEIVED: August 29, 2012

Application for Permit to Drill
Statement of Basis
Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
6245	43047528760000	LOCKED	OW	P	No
Operator	AXIA ENERGY LLC		**Surface Owner-APD**	Eddie Jensen	
Well Name	Three Rivers 32-41-720		**Unit**		
Field	WILDCAT		**Type of Work**	DRILL	
Location	NENE 32 7S 20E S 594 FNL 300 FEL GPS Coord (UTM) 612013E 4447701N				

Geologic Statement of Basis

Axia proposes to set 925 feet of surface pipe, cemented to surface. The depth to the base of the moderately saline water at this location is estimated to be at approximately 1,300 feet. A search of Division of Water Rights records shows 2 water wells within a 10,000 foot radius of the center of Section 32. Both wells are over a mile from the proposed location. Well uses are listed for irrigation, domestic, and stock watering. Depth is listed for only 1 well at 150 feet. Listed wells probably produce from the Uinta Formation. The surface formation at this site is the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. Surface casing should be extended to cover the base of the moderately saline groundwater or the production casing cement should be brought up to or above the base of the moderately saline ground water in order to isolate it from fresher water uphole.

Brad Hill — **APD Evaluator**

7/31/2012 — **Date / Time**

Surface Statement of Basis

This location is on fee surface owned by Eddie Jensen. Mr. Jensen attendede this onsite inspection and stated that he is satisfied with the proposed placement of the well. Mr. Jensen further stated that he is unable to get irrigation water to theis site. The site is flat and almost completely bare of vegetaion.
Axia proposes to use a 16 mil liner and felt subliner which should be adequate for the site. According to Shane Wentzel of Axia gravel will be brought in to cover the surface of location.
This appears to be a good site for placement of this well.

Richard Powell — **Onsite Evaluator**

7/18/2012 — **Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

RECEIVED: August 29, 2012

API Well Number: 43047528760000

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 6/27/2012
API NO. ASSIGNED: 43047528760000
WELL NAME: Three Rivers 32-41-720
OPERATOR: AXIA ENERGY LLC (N3765)
PHONE NUMBER: 435 719-2018
CONTACT: Don Hamilton

PROPOSED LOCATION: NENE 32 070S 200E
Permit Tech Review: ☑

SURFACE: 0594 FNL 0300 FEL
Engineering Review: ☑

BOTTOM: 0660 FNL 0660 FEL
Geology Review: ☑

COUNTY: UINTAH
LATITUDE: 40.17222
LONGITUDE: -109.68446
UTM SURF EASTINGS: 612013.00
NORTHINGS: 4447701.00
FIELD NAME: WILDCAT
LEASE TYPE: 4 - Fee
LEASE NUMBER: FEE
PROPOSED PRODUCING FORMATION(S): WASATCH
SURFACE OWNER: 4 - Fee
COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- ☑ **PLAT**
- ☑ **Bond:** STATE - LPM9046682
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ☑ **Water Permit:** 49-2262 - RNI at Green River
- ☑ **RDCC Review:** 2012-08-28 00:00:00.0
- ☑ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ☑ **R649-3-3. Exception**
- ☑ **Drilling Unit**

Board Cause No: R649-3-11
Effective Date:
Siting:

- ☑ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:
1 - Exception Location - bhill
5 - Statement of Basis - bhill
12 - Cement Volume (3) - ddoucet
15 - Directional - dmason
21 - RDCC - dmason
23 - Spacing - dmason
25 - Surface Casing - hmacdonald

RECEIVED: August 29, 2012

GARY R. HERBERT
Governor
GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

Permit To Drill
****

Well Name: Three Rivers 32-41-720
API Well Number: 43047528760000
Lease Number: FEE
Surface Owner: FEE (PRIVATE)
Approval Date: 8/29/2012

Issued to:
AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

Authority:
Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-11. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:
This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

Exception Location:
Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

General:
Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:
In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

The Application for Permit to Drill has been forwarded to the Resource Development Coordinating Committee for review of this action. The operator will be required to comply with any applicable recommendations resulting from this review. (See attached)

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and

Mining (the “Board”). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Surface casing shall be cemented to the surface.

Cement volume for the 5 1/2" production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 2700' MD as indicated in the submitted drilling plan.

Additional Approvals:
The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

Notification Requirements:
The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
  at http://oilgas.ogm.utah.gov
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
  - contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

Contact Information:
The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
  801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
  801-231-8956 - after office hours

Reporting Requirements:
All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 32-41-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047528760000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0594 FNL 0300 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NENE Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 9/12/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Notice of Spud

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Axia Energy plans to MIRU Pete Martin Drilling Rig and spud well 09-12-12 @ Noon. We will drill to conductor TD, set conductor and cement.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
September 12, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/12/2012

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 32-41-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047528760000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0594 FNL 0300 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NENE Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
✓ SPUD REPORT Date of Spud: 9/12/2012	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

SPUD:09-12-12 MIRU Pete Martin Drilling, Spud well, Drill to 100', set 100' 16" conductor casing and cement, Release Pete Martin Drilling.
CURRENT STATUS: Wait on Drilling Rig.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
September 13, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/13/2012

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

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6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 32-41-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047528760000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0594 FNL 0300 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NENE Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 10/5/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

CHANGE PROD CASING FROM 5-1/2" 17.00# N-80 LTC TO 5-1/2" 17.00# J-55 LTC

Approved by the Utah Division of Oil, Gas and Mining

Date: September 24, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/18/2012

RECEIVED: Sep. 18, 2012

Well name:	**43047528760000 Three Rivers 32-41-720rev**
Operator:	**Axia Energy LLC**
String type:	Production
Project ID:	43-047-52876
Location:	UINTAH COUNTY

Design parameters:

Collapse

Mud weight:	9.200 ppg
Internal fluid density:	1.000 ppg

Burst

Max anticipated surface pressure:	2,361 psi
Internal gradient:	0.220 psi/ft
Calculated BHP	4,375 psi

No backup mud specified.

Minimum design factors:

Collapse:

Design factor	1.125

Burst:

Design factor	1.00

Tension:

8 Round STC:	1.80 (J)
8 Round LTC:	1.80 (J)
Buttress:	1.60 (J)
Premium:	1.50 (J)
Body yield:	1.60 (B)

Tension is based on buoyed weight.
Neutral point: 7,902 ft

Environment:

H2S considered?	No
Surface temperature:	74 °F
Bottom hole temperature:	202 °F
Temperature gradient:	1.40 °F/100ft
Minimum section length:	100 ft
Cement top:	4,012 ft

Directional well information:

Kick-off point	1000 ft
Departure at shoe:	366 ft
Maximum dogleg:	2 °/100ft
Inclination at shoe:	0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	9179	5.5	17.00	J-55	LT&C	9155	9179	4.767	35561

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	3900	4910	1.259 ✓	4375	5320	1.22 ✓	133.9	247	1.84 J ✓

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: September 24,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 9155 ft, a mud weight of 9.2 ppg An internal gradient of .052 psi/ft was used for collapse from TD to
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: Three Rivers 32-41-720

2. NAME OF OPERATOR: AXIA ENERGY LLC

9. API NUMBER: 43047528760000

3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER: 720 746-5200 Ext

9. FIELD and POOL or WILDCAT: WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0594 FNL 0300 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 10/5/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

DEPTH CHANGE: FROM 9,179' TMD / 9,155' TVD TO 7,400' TMD / 7,376' TVD Cement volumes will be adjusted accordingly.

Approved by the Utah Division of Oil, Gas and Mining

Date: September 25, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/18/2012

RECEIVED: Sep. 18, 2012

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: Three Rivers 32-41-720

2. NAME OF OPERATOR: AXIA ENERGY LLC

9. API NUMBER: 43047528760000

3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER: 720 746-5200 Ext

9. FIELD and POOL or WILDCAT: WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0594 FNL 0300 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 9/17/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
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☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

CHANGE SURFACE CASING FROM 8-5/8" 32.00# J-55 LTC TO 8-5/8" 24.00# J-55 STC

Approved by the Utah Division of Oil, Gas and Mining

Date: September 25, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE N/A		**DATE** 9/18/2012

RECEIVED: Sep. 18, 2012

Well name:	**43047528760000 Three Rivers 32-41-720rev**
Operator:	**Axia Energy LLC**
String type:	Production
Project ID:	43-047-52876
Location:	UINTAH COUNTY

Design parameters:

Collapse

Mud weight:	9.200 ppg
Internal fluid density:	1.000 ppg

Burst

Max anticipated surface pressure:	2,361 psi
Internal gradient:	0.220 psi/ft
Calculated BHP	4,375 psi

No backup mud specified.

Minimum design factors:

Collapse:

Design factor	1.125

Burst:

Design factor	1.00

Tension:

8 Round STC:	1.80 (J)
8 Round LTC:	1.80 (J)
Buttress:	1.60 (J)
Premium:	1.50 (J)
Body yield:	1.60 (B)

Tension is based on buoyed weight.
Neutral point: 7,902 ft

Environment:

H2S considered?	No
Surface temperature:	74 °F
Bottom hole temperature:	202 °F
Temperature gradient:	1.40 °F/100ft
Minimum section length:	100 ft
Cement top:	4,012 ft

Directional well information:

Kick-off point	1000 ft
Departure at shoe:	366 ft
Maximum dogleg:	2 °/100ft
Inclination at shoe:	0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	9179	5.5	17.00	J-55	LT&C	9155	9179	4.767	35561

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	3900	4910	1.259 ✓	4375	5320	1.22 ✓	133.9	247	1.84 J ✓

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: September 24,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 9155 ft, a mud weight of 9.2 ppg An internal gradient of .052 psi/ft was used for collapse from TD to
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

Carol Daniels - Fwd: Axia, Patterson #51 Production casing & cement

From: klbascom <klbascom@ubtanet.com>
To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, ...
Date: 10/1/2012 8:56 AM
Subject: Fwd: Axia, Patterson #51 Production casing & cement

T07S R20E S-32 FEE Lease

-------- Original Message --------

Subject: Axia, Patterson #51 Production casing & cement
Date: Sun, 30 Sep 2012 20:14:53 -0600
From:klbascom <klbascom@ubtanet.com>
To: Klbascom <klbascom@ubtanet.com>

Axia Energy well Three Rivers 32-15-720, API#43-047-52736 reached 5440' td, 9/29/12 @ 14:30. Will run 5.5" production casing & cement late Monday evening 10/1/12, rig down & move with trucks to Three Rivers 32-41-720, API# 43-047-52876, Tuesday 10/2/12 & rig up. Test BOP Early Wednesday morning. Any questions, contact Kenny Bascom @ 435-828-0697.
Thank You
Kenny Bascom

RECEIVED
OCT 02 2012
DIV. OF OIL, GAS & MINING

Carol Daniels - AXIA ENERGY (Patterson rig 51) Production casing & cement

From: oracio sanchez <obsanchez@aiollc.com>
To: <caroldaniels@utah.gov>, <danjarvis@utah.gov>, <richardpowell@utah.gov>,...
Date: 10/10/2012 10:22 PM
Subject: AXIA ENERGY (Patterson rig 51) Production casing & cement

T07S R20E S32

Hello
Axia Energy well Three Rivers 32-41-720, API # 43-047-52876 reached TD @ 7330 ft.on 10-9-2012 @ 20:30 hrs. Will run 5.5 Production Casing Thursday 10-11-2012 and Cement, late Thursday and early Friday 10-12-2012. Rig Down, Friday and rig up Saturday 10-13-2012, On the Three Rivers 36-23-720 API # 43-047-52733. Test BOP and Equipment 10-14-2012. If we can assist you please contact OB Sanchez.
Regards

OB Sanchez
President of Operations | AIO LLC
Email | obsanchez@aiollc.com
Cell One | 575-202-3191
Cell Two | 575-202-5775
Fax 484-842-9307

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Axia Energy, LLC
Operator Account Number: N 3765
Address: 1430 Larimer Street, Suite 400
city Denver,
state CO zip 80202
Phone Number: (720) 746-5209

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304752737	Three Rivers 32-35-720		SESW	32	07S	20E	Uintah
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	New	18766	8/28/2012			10/31/2012	

Comments: APD APPROVED AS WASATCH - SUBMITTED APP TO COMINGLE GREEN RIVER-WASATCH
NEED ENTITY NUMBER FOR ~~GR-WS~~ WSTC BHL: SESW CONFIDENTIAL

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304752736	Three Rivers 32-15-720		SWSW	32	07S	20E	Uintah
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	new	18767	9/5/2012			10/31/2012	

Comments: WSTC BHL: SWSW APD APPRVD AS WASATCH - DID NOT DRILL INTO WASATCH, SUBMITTED SUNDRY REQUESTING APPROVAL FOR A GREEN RIVER. ~~NEED ENTITY NUMBER FOR GRRV~~ CONFIDENTIAL

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304752876	Three Rivers 32-41-720		NENE	32	07S	20E	Uintah
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	new	18769	9/12/2012			10/31/2012	

Comments: APD APPRVD AS WASATCH - SUBMITTED APP TO COMINGLE GREEN RIVER-WASATCH
~~NEED ENTITY NUMBER FOR GR-WS~~ WSTC BHL: NENE CONFIDENTIAL

ACTION CODES:
- **A** - Establish new entity for new well (single well only)
- **B** - Add new well to existing entity (group or unit well)
- **C** - Re-assign well from one existing entity to another existing entity
- **D** - Re-assign well from one existing entity to a new entity
- **E** - Other (Explain in 'comments' section)

RECEIVED

Cindy Turner
Name (Please Print)
Cindy Turner
Signature
Project Manager
Title
10/2/2012
Date

(5/2000)

Div. of Oil, Gas & Mining

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 32-41-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047528760000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0594 FNL 0300 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NENE Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
✓ DRILLING REPORT Report Date: 12/26/2012	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	✓ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Spud 09-12-12. Drilled and set 100' 16" conductor casing and cemented to surface. Release spud rig. MIRU Pro-Petro 09-17-12 and resume drilling operations. Drilled to 1,330' and set 31 Jts 8-5/8" 24# J-55 STC casing @1301' KB. Cemented with 700 sxs Class "G" to surface. Release Pro-Petro Surface Rig. MIRU Patterson Rig 51 on 10-03-12 and resumed drilling operations. Drilled to 7,330' TMD/ 7,315' TVD. Set 5-1/2" 17.00# J-55 LTC at 7,301 and cemented. Patterson Drilling Rig 51 Released 10-13-12 @ 06:00 hrs. Completion Operations Started on 11-16-12 and ended on 11-21-12. Well turned to production on 11-23-12. Completed Formation: Green River (5,370' - 7,084')

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
December 27, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		12/26/2012

CONFIDENTIAL

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

AMENDED REPORT ☐ (highlight changes) FORM 8

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. LEASE DESIGNATION AND SERIAL NUMBER: FEE

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

1a. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ DRY ☐ OTHER

7. UNIT or CA AGREEMENT NAME:

b. TYPE OF WORK: NEW WELL ☑ HORIZ. LATS. ☐ DEEP-EN ☐ RE-ENTRY ☐ DIFF. RESVR. ☐ OTHER

8. WELL NAME and NUMBER: THREE RIVERS 32-41-720

2. NAME OF OPERATOR: AXIA ENERGY, LLC

9. API NUMBER: 4304752876

3. ADDRESS OF OPERATOR: 1430 Larimer St, Ste 400 CITY Denver STATE CO ZIP 80202

PHONE NUMBER: (720) 746-5209

10 FIELD AND POOL, OR WILDCAT: WILDCAT

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: 594' FNL & 300' FEL
AT TOP PRODUCING INTERVAL REPORTED BELOW: 606' FNL & 539' FEL
AT TOTAL DEPTH: 625' FNL & 526' FEL

RECEIVED
FEB 11 2013
DIV. OF OIL, GAS & MINING

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENE 32 7S 20E S

12. COUNTY: UINTAH

13. STATE: UTAH

14. DATE SPUDDED: 9/12/2012

15. DATE T.D. REACHED: 10/9/2012

16. DATE COMPLETED: 11/23/2012

ABANDONED ☐ READY TO PRODUCE ☑

17. ELEVATIONS (DF, RKB, RT, GL): 4,780' GL / 4,797' KB

18. TOTAL DEPTH: MD 7,330 TVD 7,315

19. PLUG BACK T.D.: MD 7,256 TVD 7,241

20. IF MULTIPLE COMPLETIONS, HOW MANY? *

21. DEPTH BRIDGE PLUG SET: MD TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
CBL-GR, Mud Log, SD-DSN-ACTR

23.
WAS WELL CORED? NO ☑ YES ☐ (Submit analysis)
WAS DST RUN? NO ☑ YES ☐ (Submit report)
DIRECTIONAL SURVEY? NO ☐ YES ☑ (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
24	16		0	100		G 125	25	0 CIR	
12-1/4	8-5/8 J-55	24	0	1,301		G 700	143	0 CIR	
7-3/4	5-1/2 J-55	17	0	7,301		Lite 410	169	1390' CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-7/8	5,016							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)
(A) Green River	3,193	7,059	3,178	7,044
(B) Wasatch	7,059	7,330	7,044	7,315
(C)				
(D)				

27. PERFORATION RECORD

INTERVAL (Top/Bot - MD)		SIZE	NO. HOLES	PERFORATION STATUS
5,370	7,017	.35	180	Open ☑ Squeezed ☐
7,083	7,084	.35	3	Open ☑ Squeezed ☐
				Open ☐ Squeezed ☐
				Open ☐ Squeezed ☐

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5,370 - 7084	Green River/Wasatch Hybrid Frac - 25,299 bbls slurry, 1,024,394 gal fluid &
	786,180# 20/40 Ottawa Sand

29. ENCLOSED ATTACHMENTS:

☑ ELECTRICAL/MECHANICAL LOGS ☐ GEOLOGIC REPORT ☐ DST REPORT ☑ DIRECTIONAL SURVEY
☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION ☐ CORE ANALYSIS ☐ OTHER:

30. WELL STATUS: Prod

(5/2000)

(CONTINUED ON BACK)

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
11/23/2012	12/21/2012	24		279	13	185	Pumping

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:
48	35	35	32.00	1,277	47		279	13	185	Open

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

Flared

33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	3,193
				Garden Gulch	5,197
				Uteland Butte	6,917
				Wasatch	7,059

35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Cindy Turner TITLE Project Manager

SIGNATURE Cindy Turner DATE 2/5/2013

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

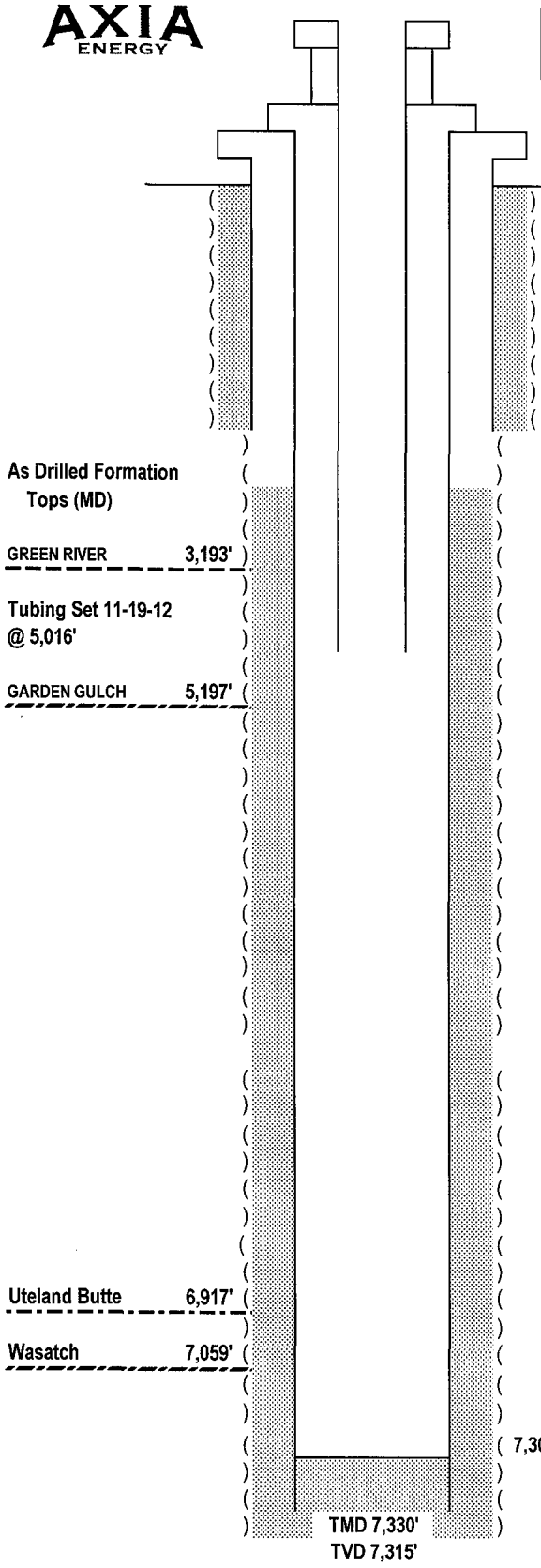
Fax: 801-359-3940

(5/2000)

WELLBORE DIAGRAM (after completion)

AXIA ENERGY

Company:	Axia Energy, LLC
Lease Name:	Three Rivers 32-41-720
Surface Location:	594' FNL & 300' FEL, NENE Sec 32-T07S-R20E, S
Bottom Hole Location:	625' FNL & 526' FEL, NENE Sec 32-T07S-R20E, S
County:	Uintah, UT
Date:	2/5/2013



KB 4,797

GL 4,780

DRILLED 24" HOLE TO 100' - SET 16" CONDUCTOR
Cemented with 125 sxs to surface 09-12-12

DRILLED 12-1/4" HOLE TO 1,301'
1,301 **SURF CSG - 8-5/8" 24# J-55 ST&C (31 jts) Set 09-13-12**
Cement: 700 sxs Class "G" to surface

TOC = 1,390'

As Drilled Formation Tops (MD)

GREEN RIVER 3,193'

Tubing Set 11-19-12 @ 5,016'

GARDEN GULCH 5,197'

5370 #	7017	Green River	3 spf	180 Holes
7083	7084	Wasatch	3 spf	3 Holes
Frac - Hybrid (slickwater/gel)				**183 Holes**

25,299 bbls slurry, 1,024,394 gal fluid & 786,180# 20/40 Ottawa Sand

Uteland Butte 6,917'

Wasatch 7,059'

DRILLED 7-3/4" HOLE TO ' 7,301' TMD
7,301' **PROD CSG - 5 1/2" 17# J-55 LT&C (168 jts) Set @ 7,301' 10-01-12**
Cemented with 410 sxs Premium Lite

TMD 7,330'
TVD 7,315'

Axia_Three_Rivers_32-41-720_Directional_with_Dogleg_Severity.txt

```
~Version Information
 VERS.                  2.0:   CWLS log ASCII Standard -VERSION 2.0
 WRAP.                   NO:   One line per depth step
~Well Information Block
#MNEM.UNIT      VALUE/NAME      DESCRIPTION
#---------      -----------     --------------------------
 STRT.F              1320.0000: START DEPTH
 STOP.F              7290.0000: STOP DEPTH
 STEP.F                 0.0000: STEP DEPTH
 NULL.                -999.25: NULL VALUE
 MMDD.                   0.0:  MAG DATA DATE
 DATE.             11-Oct-2012:  DATE
 SVCO.             Halliburton:  SERVICECONAME
 IQVR.                  R3.6.0:  WLIQ VERSION
 PROV.                   UTAH:  PROVINCE
 STAT.                   UTAH:  STATE NAME
 CTRY.                    USA:  COUNTRY NAME
 SON .                9875897:  JOB NUMBER
 SECT.                     32:  SECTION
 TOWN.                     7S:  TOWNSHIP
 RANG.                    20E:  RANGE
 UWI .          43047528760000:  UNIQUE WELL IDENTIFIER
 API .          43047528760000:  API NUMBER
 PDAT.                     GL:  PERMANENT DATUM
 DMF .                     KB:  DRILL MEAS FROM
 COMP.              AXIA ENERGY:  COMPANY
 WELL.     THREE RIVERS 32-41-720:  WELL NAME
 FLD .                WILDCAT:  FIELD NAME
 LUL .                 VERNAL:  LOGGINGUNITLOC
 CNTY.                 UINTAH:  COUNTY NAME
 RIG .          PATTERSON #51:  RIG NAME
 FL1 .     SHL  594' FNL & 300' FEL:  LOCATIONLINE1
 FL2 .     BHL  660' FNL & 660' FEL:  LOCATIONLINE2
 FL4 .     LAT. 40.17222° LONG. -109.68466°:  LOCATIONLINE4
 LOC .     SURFACE HOLE LOCATION :  LOCATION
 MDS .        Operator Entered:  MAG DATA SOURCE
 FL3 .     SEC. 32 TWP. 7S RGE. 20E:  LOCATIONLINE3
 SRVC.             Halliburton:  SERVICE COMPANY
 GRDC.deg             0.0000:  GRID CORRECTION
 MDEC.deg            11.0070:  MAGNETIC DECL
 AZTC.deg            11.0070:  AZM TOTAL CORR
 MDIP.deg            65.9390:  MAGNETIC DIP
 MFLD.nT          52267.0000:  MAGNETIC FIELD
 EPD .ft           4780.0000:  ELEVATION
 EGL .ft           4780.0000:  GL ELEV
 GVFD.g               1.0000:  GRAVITY FIELD
 TVDS.ft           4796.0000:  TVDSS CORRECTN
 APD .ft             16.0000:  DEPTH ABOVE PD
 MAGU.               1974754:  MAGUTM CHECKSUM
 VSC .                     1:  VS TO CLOSURE
~Curve Information Block
#MNEM.UNIT              API CODE      Curve Description
#---------             -----------   --------------------------
 DEPT.F              00 000 000 000:  Survey Depth
 INC .deg            00 000 000 000:  Inclination
 AZI .deg            00 000 000 000:  Azimuth
 DLS .°/100'           00 000 000 000:  Dog-Leg Severity
 LATNS.ft            00 000 000 000:  Latitude North/South
 DEPEW.ft            00 000 000 000:  Departure East/West
 TVD .ft             00 000 000 000:  True Vertical Depth
~OTHER INFORMATION SECTION
3_RIV_32_41_720\0001 IQ_TRIPLE\003 11-Oct-12 04:20 Up @7333.8f
```

SERVICE
IQ_TRIPLE

Tool Mnemonic	Tool Name	Serial Number	Weight (lbs)	Length (ft)	Length Accumulation(ft)
RWCH	RWCH	C089	135.00	6.25	56.18
GTET	GTET	11016184	165.00	8.52	47.66
IDT	IDT	11231096	150.00	7.58	40.08
DSNT	DSNT	11013116	174.00	9.69	30.39
SDLT	SDLT**	10950488	433.00	10.81	19.58
ACRt	ACRt Instrument	10856332	50.00	5.03	14.55
ACRt	ACRt Sonde*	10841570	200.00	14.22	0.33
BLNS	Bull Nose	001	5.00	0.33	0.00
Total			1312.00	62.43	

" * " = Overbody Attached

PARAMETERS

Tool Name	Value	Mnemonic	Units	Description
TOP				
SHARED	7324.00	TD	ft	Total Well Depth
SHARED	162.0	BHT	degF	Bottom Hole Temperature
Depth 5907.75 ft				
SHARED	7.875	BS	in	Bit Size
SHARED	No	UBS		Use Bit Size instead of Caliper for all applications.
SHARED	Water	MDBS		Mud Base
SHARED	9.700	MDWT	ppg	Borehole Fluid Weight
SHARED	Natural	WAGT		Weighting Agent
SHARED	2700.00	BSAL	ppm	Borehole salinity

SHARED		FSAL		Formation Salinity NaCl
	0.00		ppm	
SHARED		KPCT		Percent K in Mud by Weight?
	0.00		%	
SHARED		RMUD		Mud Resistivity
	1.02		ohmm	
SHARED		TRM		Temperature of Mud
	64.0		degF	
SHARED		CSD		Logging Interval is Cased?
	No			
SHARED		ICOD		AHV Casing OD
	5.500		in	
SHARED		ST		Surface Temperature
	75.0		degF	
SHARED		TD		Total Well Depth
	10000.00		ft	
SHARED		BHT		Bottom Hole Temperature
	200.0		degF	
SHARED		SVTM		Navigation and Survey Master Tool
	IDT			
SHARED		AZTM		High Res Z Accelerometer Master Tool
	IDT			
SHARED		TEMM		Temperature Master Tool
	NONE			
SHARED		BHSM		Borehole Size Master Tool
	NONE			
IDT		WRTI		Survey Writing Interval
	30		ft	
IDT		SOPT		Smoothing Option
	None			

BOTTOM ----------

INPUTS, DELAYS AND FILTERS

Mnemonic	Input Description	Delay (ft)	Filter Length (ft)	Filter Type
				IDT
TPUL	Tension Pull			
41.083				NO
ACCX	Accelerometer X			
41.083				NO
ACCY	Accelerometer Y			
41.083				NO
ACCZ	Accelerometer Z			
41.083				NO
MAGX	magnetometer x with unit			
41.083				NO
MAGY	Magnetometer Y with unit			
41.083				NO
MAGZ	magnetometer z with unit			
41.083				NO
IAMP	Accelerometer Temperature			
41.083				NO
MTMP	Magnetometer Temperature			

41.083 NO

OUTPUTS

Mnemonic	Output Description	Filter Length (ft)	Filter Type
			IDT
PLTC	Plot Control Mask		
		NO	
MTMP	Magnetometer Temperature		
		NO	
IAMP	Accelerometer Temperature		
		NO	
ACCX	Accelerometer X		
		NO	
ACCY	Accelerometer Y		
		NO	
ACCZ	Accelerometer Z		
		NO	
MAGX	magnetometer x with unit		
		NO	
MAGY	Magnetometer Y with unit		
		NO	
MAGZ	magnetometer z with unit		
		NO	
BZC	magnetometer with unit after the correction		
		NO	
HAZI	Hole Azimuth		
		NO	
DEVI	Inclination		
		NO	
RB	Relative Bearing		
		NO	
AZI1	PAD1 Azimuth		
		NO	
TLFC	Tool Face		
		NO	
MAGD	Magnetic dip for directional tool		
		NO	
GTOT	Total Gravity Field measure by directional tool		
		NO	
BTOT	total magnetic field for directional tool		
		NO	
ACCQ	calculated gravity field compared with local gravity field		
		NO	
MAGQ	Calculated magnetic field compared with local magnetic fie ld		
		NO	
LOCG	Local Gravity Field		
		NO	
LMAG	Local magnetic field for directional tool		
		NO	
PLTC	Plot Control Mask		
		NO	

MTMP	NO	Magnetometer Temperature
IAMP	NO	Accelerometer Temperature
ACCX	NO	Accelerometer X
ACCY	NO	Accelerometer Y
ACCZ	NO	Accelerometer Z
MAGX	NO	magnetometer x with unit
MAGY	NO	Magnetometer Y with unit
MAGZ	NO	magnetometer z with unit
BZC	NO	magnetometer with unit after the correction
HAZI	NO	Hole Azimuth
DEVI	NO	Inclination
RB	NO	Relative Bearing
AZI1	NO	PAD1 Azimuth
TLFC	NO	Tool Face
MAGD	NO	Magnetic dip for directional tool
GTOT	NO	Total Gravity Field measure by directional tool
BTOT	NO	total magnetic field for directional tool
ACCQ	NO	calculated gravity field compared with local gravity field
MAGQ	NO	Calculated magnetic field compared with local magnetic fie ld
LOCG	NO	Local Gravity Field
LMAG	NO	Local magnetic field for directional tool

~A	DEPT	INC	AZI	DLS	LATNS	DEPEW	TVD
	1320.0000	0.5441	128.9786	0.0412	-3.9426	4.8724	1319.9801
	1350.0000	0.1216	102.9712	1.4602	-4.0394	5.0142	1349.9796
	1380.0000	0.5082	146.9323	1.4301	-4.1580	5.1178	1379.9791
	1410.0000	0.0491	172.4994	1.5479	-4.2822	5.1921	1409.9786
	1440.0000	0.5532	305.0927	1.9585	-4.2117	5.0753	1439.9783
	1470.0000	1.3624	317.1002	2.7644	-3.8672	4.7140	1469.9739
	1500.0000	1.6507	301.2524	1.6801	-3.3818	4.1018	1499.9635
	1530.0000	2.2081	301.8730	1.8594	-2.8524	3.2416	1529.9464
	1560.0000	3.1697	303.2477	3.2122	-2.0925	2.0572	1559.9131
	1590.0000	3.8680	302.3942	2.3340	-1.0957	0.5091	1589.8563
	1620.0000	4.8371	303.8661	3.2514	0.1513	-1.3956	1619.7694
	1650.0000	5.5099	301.7102	2.3342	1.6132	-3.6711	1649.6471
	1680.0000	6.2767	296.6061	3.0936	3.1047	-6.3627	1679.4885
	1710.0000	6.6596	296.8263	1.2788	4.6243	-9.3814	1709.2975
	1740.0000	6.8207	294.5403	1.0431	6.1492	-12.5542	1739.0902
	1770.0000	6.8587	297.1926	1.0604	7.7077	-15.7681	1768.8767
	1800.0000	7.6081	292.2184	3.2531	9.2773	-19.2000	1798.6381
	1830.0000	7.2803	291.1781	1.1814	10.7150	-22.8110	1828.3853

1860.0000	7.5723	289.7928	1.1416	12.0711	-26.4433	1858.1335
1890.0000	7.5883	289.8794	0.0658	13.4140	-30.1660	1887.8713
1920.0000	7.7261	290.2534	0.4883	14.7856	-33.9206	1917.6039
1950.0000	7.6125	289.1772	0.6104	16.1364	-37.6893	1947.3356
1980.0000	7.5744	288.2442	0.4301	17.4082	-41.4440	1977.0725
2010.0000	7.8425	288.8512	0.9339	18.6885	-45.2588	2006.8014
2040.0000	7.6230	287.5795	0.9277	19.9508	-49.0926	2036.5286
2070.0000	7.5497	287.1803	0.3008	21.1340	-52.8724	2066.2659
2100.0000	7.7096	287.9999	0.6447	22.3379	-56.6690	2096.0002
2130.0000	8.1978	288.9835	1.6893	23.6556	-60.6054	2125.7117
2160.0000	7.6811	285.1734	2.4576	24.8761	-64.5630	2155.4243
2190.0000	7.7181	285.6313	0.2388	25.9437	-68.4379	2185.1538
2220.0000	7.6744	284.9058	0.3552	27.0017	-72.3137	2214.8835
2250.0000	7.6695	284.0421	0.3847	28.0027	-76.1915	2244.6150
2280.0000	7.8496	283.5195	0.6446	28.9674	-80.1253	2274.3403
2310.0000	7.8421	281.0371	1.1298	29.8381	-84.1260	2304.0596
2340.0000	7.7388	274.9023	2.7919	30.4026	-88.1473	2333.7832
2370.0000	7.9108	272.8810	1.0817	30.6790	-92.2216	2363.5039
2400.0000	7.8584	272.5049	0.2452	30.8724	-96.3324	2393.2202
2430.0000	7.8055	272.2177	0.2192	31.0408	-100.4170	2422.9404
2460.0000	8.0075	272.8718	0.7370	31.2244	-104.5396	2452.6553
2490.0000	7.8621	271.8150	0.6866	31.3940	-108.6773	2482.3679
2520.0000	7.7150	270.7738	0.6795	31.4862	-112.7416	2512.0913
2550.0000	7.7051	270.1780	0.2685	31.5197	-116.7662	2541.8201
2580.0000	7.7236	269.6886	0.2275	31.5150	-120.7932	2571.5486
2610.0000	7.7487	268.9620	0.3365	31.4674	-124.8312	2601.2756
2640.0000	7.5236	267.7155	0.9315	31.3525	-128.8157	2631.0095
2670.0000	7.8143	268.4924	1.0289	31.2206	-132.8169	2660.7412
2700.0000	7.5703	266.8546	1.0934	31.0585	-136.8288	2690.4712
2730.0000	7.6493	266.8716	0.2634	30.8411	-140.7957	2720.2070
2760.0000	7.7274	266.9660	0.2640	30.6254	-144.8034	2749.9373
2790.0000	7.7488	267.1378	0.1049	30.4177	-148.8374	2779.6641
2820.0000	7.4677	265.3575	1.2226	30.1589	-152.8005	2809.3999
2850.0000	7.3263	264.9969	0.4963	29.8343	-156.6491	2839.1504
2880.0000	7.2823	265.0537	0.1486	29.5035	-160.4489	2868.9070
2910.0000	7.0794	263.9144	0.8263	29.1436	-164.1814	2898.6716
2940.0000	7.2630	264.7907	0.7125	28.7755	-167.9082	2928.4370
2970.0000	7.1133	263.8050	0.6467	28.4028	-171.6433	2958.2012
3000.0000	7.0530	263.1313	0.3420	27.9821	-175.3186	2987.9722
3030.0000	6.8296	261.2504	1.0624	27.4905	-178.9102	3017.7524
3060.0000	6.7138	259.0566	0.9447	26.8863	-182.3949	3047.5430
3090.0000	6.7382	258.6536	0.1770	26.2071	-185.8423	3077.3367
3120.0000	6.6715	256.4347	0.8917	25.4521	-189.2619	3107.1316
3150.0000	6.5857	254.7409	0.7117	24.5906	-192.6156	3136.9309
3180.0000	6.1291	256.0636	1.5983	23.7521	-195.8297	3166.7463
3210.0000	5.5370	259.3037	2.2575	23.0978	-198.8063	3196.5911
3240.0000	5.2588	258.5855	0.9544	22.5571	-201.5761	3226.4580
3270.0000	4.9373	257.0999	1.1582	21.9968	-204.1822	3256.3394
3300.0000	4.6308	255.9033	1.0744	21.4136	-206.6151	3286.2346
3330.0000	3.5631	259.1423	3.6404	20.9431	-208.7053	3316.1577
3360.0000	3.2562	257.4813	1.0745	20.5828	-210.4525	3346.1045
3390.0000	3.2753	255.4567	0.3896	20.1829	-212.1138	3376.0559
3420.0000	3.0219	251.4219	1.1215	19.7158	-213.6929	3406.0105
3450.0000	3.1111	250.7986	0.3175	19.1961	-215.2113	3435.9675
3480.0000	2.2095	243.6852	3.1950	18.6720	-216.4985	3465.9351
3510.0000	1.9594	243.3854	0.8343	18.1858	-217.4754	3495.9153
3540.0000	1.8001	256.0521	1.4795	17.8425	-218.3912	3525.8992
3570.0000	1.8992	245.1654	1.2148	17.5201	-219.2997	3555.8835
3600.0000	1.6216	238.3279	1.1588	17.0885	-220.1121	3585.8694
3630.0000	1.8359	246.4845	1.0861	16.6739	-220.9140	3615.8557
3660.0000	1.2422	245.8309	1.9798	16.3490	-221.6513	3645.8450
3690.0000	1.3741	263.0864	1.3785	16.1726	-222.3051	3675.8372
3720.0000	1.5596	278.1166	1.4181	16.1869	-223.0664	3705.8274

3750.0000	1.1079	290.3319	1.7710	16.3453	-223.7425	3735.8193
3780.0000	1.5294	267.7585	2.2042	16.4304	-224.4145	3765.8115
3810.0000	1.5020	259.3754	0.7441	16.3423	-225.2009	3795.8010
3840.0000	1.5976	259.5039	0.3189	16.1936	-225.9986	3825.7900
3870.0000	1.6855	253.7934	0.6186	15.9943	-226.8335	3855.7778
3900.0000	1.6064	241.0425	1.2461	15.6675	-227.6251	3885.7654
3930.0000	1.4384	262.6011	1.9762	15.4155	-228.3664	3915.7551
3960.0000	1.8883	247.4262	2.0864	15.1772	-229.1962	3945.7424
3990.0000	1.9311	256.4589	1.0124	14.8692	-230.1440	3975.7258
4020.0000	1.7138	241.6974	1.7180	14.5381	-231.0304	4005.7109
4050.0000	1.9736	254.3533	1.6049	14.1861	-231.9228	4035.6956
4080.0000	1.7841	238.7499	1.8116	13.8045	-232.8195	4065.6794
4110.0000	1.9527	237.3643	0.5820	13.2866	-233.6492	4095.6636
4140.0000	1.6862	224.8716	1.5878	12.6981	-234.3910	4125.6484
4170.0000	2.0686	227.0085	1.2958	12.0161	-235.0985	4155.6323
4200.0000	2.0308	214.7510	1.4640	11.2101	-235.7975	4185.6133
4230.0000	1.9092	213.9453	0.4158	10.3588	-236.3796	4215.5957
4260.0000	1.1243	200.2411	2.8641	9.6681	-236.7605	4245.5850
4290.0000	1.0664	191.6263	0.5812	9.1185	-236.9186	4275.5796
4320.0000	1.2864	204.9290	1.1644	8.5397	-237.1168	4305.5732
4350.0000	1.4531	201.4558	0.6205	7.8803	-237.3978	4335.5645
4380.0000	1.5138	196.0180	0.5107	7.1454	-237.6463	4365.5547
4410.0000	1.5580	195.8384	0.1482	6.3722	-237.8670	4395.5439
4440.0000	1.5832	192.8279	0.2875	5.5757	-238.0703	4425.5327
4470.0000	1.5803	192.7099	0.0145	4.7681	-238.2533	4455.5210
4500.0000	1.6258	180.1735	1.1764	3.9390	-238.3456	4485.5093
4530.0000	1.7035	185.0511	0.5385	3.0693	-238.3862	4515.4966
4560.0000	1.7680	194.1134	0.9388	2.1763	-238.5383	4545.4829
4590.0000	2.3372	185.1223	2.1744	1.1181	-238.7058	4575.4639
4620.0000	1.7457	180.4690	2.0461	0.0519	-238.7641	4605.4448
4650.0000	2.1653	171.7026	1.7139	-0.9659	-238.6861	4635.4272
4680.0000	2.0946	178.6561	0.8925	-2.0748	-238.5914	4665.4067
4710.0000	1.7945	160.6283	2.2582	-3.0660	-238.4228	4695.3896
4740.0000	0.8947	166.6913	3.0326	-3.7371	-238.2130	4725.3809
4770.0000	0.8869	155.2600	0.5920	-4.1759	-238.0619	4755.3774
4800.0000	0.8838	159.8204	0.2350	-4.6039	-237.8850	4785.3735
4830.0000	1.2355	144.9033	1.4806	-5.0857	-237.6192	4815.3687
4860.0000	1.1178	172.2110	1.8904	-5.6403	-237.3936	4845.3623
4890.0000	1.4157	161.1494	1.2805	-6.2809	-237.2342	4875.3550
4920.0000	0.9843	168.2946	1.5195	-6.8839	-237.0622	4905.3486
4950.0000	0.2087	217.9109	2.8795	-7.1794	-237.0434	4935.3467
4980.0000	0.5705	237.1930	1.2661	-7.3034	-237.2025	4965.3462
5010.0000	0.7052	249.5872	0.6404	-7.4487	-237.5011	4995.3442
5040.0000	0.2988	314.9904	2.1375	-7.4578	-237.7294	5025.3433
5070.0000	0.8643	236.5204	2.8539	-7.5273	-237.9735	5055.3418
5100.0000	0.6858	257.0188	1.0899	-7.6925	-238.3372	5085.3394
5130.0000	0.9579	209.1257	2.3733	-7.9519	-238.6342	5115.3364
5160.0000	1.1375	230.6743	1.4319	-8.3596	-238.9866	5145.3315
5190.0000	1.3317	181.4398	3.4785	-8.8969	-239.2257	5175.3252
5220.0000	0.7657	169.6070	2.0104	-9.4425	-239.1983	5205.3203
5250.0000	1.5545	163.4903	2.6579	-10.0298	-239.0465	5235.3140
5280.0000	1.1816	150.6691	1.6009	-10.6896	-238.7793	5265.3052
5310.0000	0.4833	143.1473	2.3508	-11.0605	-238.5519	5295.3018
5340.0000	0.5107	207.2798	1.7607	-11.2806	-238.5373	5325.3008
5370.0000	0.7304	179.9715	1.2085	-11.5907	-238.5985	5355.2993
5400.0000	2.0288	142.1027	5.0660	-12.2009	-238.2722	5385.2905
5430.0000	1.9461	146.0893	0.5368	-13.0427	-237.6618	5415.2725
5460.0000	2.7482	154.5704	2.9063	-14.1150	-237.0688	5445.2471
5490.0000	2.8522	153.1431	0.4173	-15.4304	-236.4228	5475.2114
5520.0000	3.2218	156.2785	1.3503	-16.8681	-235.7465	5505.1689
5550.0000	3.2757	154.0350	0.4602	-18.4105	-235.0321	5535.1211
5580.0000	2.8231	144.8893	2.2105	-19.7854	-234.2319	5565.0786
5610.0000	2.1472	119.7274	4.2249	-20.6685	-233.3189	5595.0508

5640.0000	2.2501	107.2366	1.6302	-21.1217	-232.2684	5625.0293
5670.0000	2.5097	111.8076	1.0714	-21.5402	-231.0961	5655.0034
5700.0000	2.5472	103.2155	1.2684	-21.9366	-229.8373	5684.9741
5730.0000	2.0618	98.8625	1.7188	-22.1722	-228.6551	5714.9497
5760.0000	1.5637	84.3466	2.2456	-22.2150	-227.7145	5744.9346
5790.0000	1.4212	20.3407	5.2879	-21.8258	-227.1778	5774.9268
5820.0000	1.3393	7.4093	1.0710	-21.1293	-227.0033	5804.9180
5850.0000	0.9957	13.7810	1.2225	-20.5285	-226.8960	5834.9116
5880.0000	0.9646	4.7341	0.5256	-20.0237	-226.8130	5864.9072
5910.0000	0.7549	350.7248	0.9849	-19.5770	-226.8240	5894.9038
5940.0000	0.8284	13.7411	1.0800	-19.1713	-226.8044	5924.9009
5970.0000	0.2432	353.4412	2.0207	-18.8974	-226.7601	5954.8999
6000.0000	0.8028	51.8334	2.3546	-18.7042	-226.6022	5984.8984
6030.0000	0.6921	41.8907	0.5671	-18.4395	-226.3160	6014.8960
6060.0000	0.4860	50.0965	0.7407	-18.2230	-226.0974	6044.8945
6090.0000	0.2466	82.9086	1.0303	-18.1334	-225.9357	6074.8936
6120.0000	0.9612	114.6749	2.5423	-18.2305	-225.6430	6104.8921
6150.0000	0.9957	116.8860	0.1705	-18.4534	-225.1818	6134.8877
6180.0000	0.8662	150.4114	1.8370	-18.7685	-224.8374	6164.8838
6210.0000	1.1181	168.0142	1.3087	-19.2520	-224.6646	6194.8794
6240.0000	1.1019	173.6167	0.3656	-19.8250	-224.5718	6224.8735
6270.0000	0.7808	158.1604	1.3556	-20.3014	-224.4636	6254.8696
6300.0000	0.4424	169.2803	1.1901	-20.6050	-224.3661	6284.8682
6330.0000	0.8229	207.8420	1.8364	-20.9093	-224.4451	6314.8662
6360.0000	1.4339	182.3329	2.5893	-21.4748	-224.5610	6344.8604
6390.0000	1.2716	164.5381	1.4937	-22.1707	-224.4876	6374.8521
6420.0000	1.2351	128.5043	2.5867	-22.6928	-224.1458	6404.8452
6450.0000	0.9078	123.4822	1.1338	-23.0252	-223.6946	6434.8403
6480.0000	1.5255	126.7656	2.0710	-23.3953	-223.1764	6464.8330
6510.0000	1.0683	128.1499	1.5273	-23.8071	-222.6366	6494.8257
6540.0000	0.3995	182.0397	2.9775	-24.0844	-222.4204	6524.8232
6570.0000	0.5831	249.4617	1.8877	-24.2424	-222.5671	6554.8223
6600.0000	0.4899	231.8315	0.6282	-24.3753	-222.8109	6584.8208
6630.0000	0.8142	116.7007	3.7144	-24.5503	-222.7213	6614.8198
6660.0000	1.2786	86.2794	2.3625	-24.6243	-222.1968	6644.8149
6690.0000	1.1320	75.5956	0.8924	-24.5289	-221.5758	6674.8081
6720.0000	1.0346	73.4518	0.3515	-24.3781	-221.0292	6704.8027
6750.0000	0.7525	88.4309	1.2132	-24.2955	-220.5726	6734.7993
6780.0000	0.8327	96.0450	0.4406	-24.3131	-220.1589	6764.7964
6810.0000	0.6828	110.1416	0.7938	-24.3976	-219.7743	6794.7939
6840.0000	0.3577	297.4106	3.4621	-24.4160	-219.6896	6824.7935
6870.0000	0.7720	275.2755	1.5358	-24.3543	-219.9740	6854.7920
6900.0000	1.1770	254.6120	1.7667	-24.4175	-220.4723	6884.7876
6930.0000	1.5069	249.6721	1.1644	-24.6363	-221.1392	6914.7793
6960.0000	1.7264	242.3405	1.0039	-24.9831	-221.9094	6944.7671
6990.0000	1.6676	232.3845	1.0007	-25.4593	-222.6554	6974.7544
7020.0000	1.2336	212.0741	2.2214	-25.9994	-223.1727	7004.7446
7050.0000	1.2620	214.4175	0.1946	-26.5456	-223.5309	7034.7378
7080.0000	1.2245	204.2611	0.7441	-27.1103	-223.8493	7064.7305
7110.0000	1.1713	211.2528	0.5181	-27.6647	-224.1401	7094.7241
7140.0000	1.2219	207.9597	0.2845	-28.2093	-224.4492	7124.7173
7170.0000	1.0863	209.1443	0.4588	-28.7402	-224.7376	7154.7114
7200.0000	1.2263	207.0514	0.4873	-29.2745	-225.0221	7184.7051
7230.0000	1.1605	210.3655	0.3176	-29.8225	-225.3217	7214.6987
7260.0000	1.0317	211.7583	0.4385	-30.3143	-225.6174	7244.6934
7290.0000	0.7547	226.6397	1.1970	-30.6796	-225.9032	7274.6895

DEPT	INC	AZI	TVD	LATNS	DEPEW
1320	0.5441	128.9786	1319.98	-3.9426	4.8724
1350	0.1216	102.9712	1349.98	-4.0394	5.0142
1380	0.5082	146.9323	1379.979	-4.158	5.1178
1410	0.0491	172.4994	1409.979	-4.2822	5.1921
1440	0.5532	305.0927	1439.978	-4.2117	5.0753
1470	1.3624	317.1002	1469.974	-3.8672	4.714
1500	1.6507	301.2524	1499.964	-3.3818	4.1018
1530	2.2081	301.873	1529.946	-2.8524	3.2416
1560	3.1697	303.2477	1559.913	-2.0925	2.0572
1590	3.868	302.3942	1589.856	-1.0957	0.5091
1620	4.8371	303.8661	1619.769	0.1513	-1.3956
1650	5.5099	301.7102	1649.647	1.6132	-3.6711
1680	6.2767	296.6061	1679.489	3.1047	-6.3627
1710	6.6596	296.8263	1709.298	4.6243	-9.3814
1740	6.8207	294.5403	1739.09	6.1492	-12.5542
1770	6.8587	297.1926	1768.877	7.7077	-15.7681
1800	7.6081	292.2184	1798.638	9.2773	-19.2
1830	7.2803	291.1781	1828.385	10.715	-22.811
1860	7.5723	289.7928	1858.134	12.0711	-26.4433
1890	7.5883	289.8794	1887.871	13.414	-30.166
1920	7.7261	290.2534	1917.604	14.7856	-33.9206
1950	7.6125	289.1772	1947.336	16.1364	-37.6893
1980	7.5744	288.2442	1977.073	17.4082	-41.444
2010	7.8425	288.8512	2006.801	18.6885	-45.2588
2040	7.623	287.5795	2036.529	19.9508	-49.0926
2070	7.5497	287.1803	2066.266	21.134	-52.8724
2100	7.7096	287.9999	2096	22.3379	-56.669
2130	8.1978	288.9835	2125.712	23.6556	-60.6054
2160	7.6811	285.1734	2155.424	24.8761	-64.563
2190	7.7181	285.6313	2185.154	25.9437	-68.4379
2220	7.6744	284.9058	2214.884	27.0017	-72.3137
2250	7.6695	284.0421	2244.615	28.0027	-76.1915
2280	7.8496	283.5195	2274.34	28.9674	-80.1253
2310	7.8421	281.0371	2304.06	29.8381	-84.126
2340	7.7388	274.9023	2333.783	30.4026	-88.1473
2370	7.9108	272.881	2363.504	30.679	-92.2216
2400	7.8584	272.5049	2393.22	30.8724	-96.3324
2430	7.8055	272.2177	2422.94	31.0408	-100.417
2460	8.0075	272.8718	2452.655	31.2244	-104.54
2490	7.8621	271.815	2482.368	31.394	-108.677
2520	7.715	270.7738	2512.091	31.4862	-112.742
2550	7.7051	270.178	2541.82	31.5197	-116.766
2580	7.7236	269.6886	2571.549	31.515	-120.793
2610	7.7487	268.962	2601.276	31.4674	-124.831
2640	7.5236	267.7155	2631.01	31.3525	-128.816
2670	7.8143	268.4924	2660.741	31.2206	-132.817

2700	7.5703	266.8546	2690.471	31.0585	-136.829
2730	7.6493	266.8716	2720.207	30.8411	-140.796
2760	7.7274	266.966	2749.937	30.6254	-144.803
2790	7.7488	267.1378	2779.664	30.4177	-148.837
2820	7.4677	265.3575	2809.4	30.1589	-152.801
2850	7.3263	264.9969	2839.15	29.8343	-156.649
2880	7.2823	265.0537	2868.907	29.5035	-160.449
2910	7.0794	263.9144	2898.672	29.1436	-164.181
2940	7.263	264.7907	2928.437	28.7755	-167.908
2970	7.1133	263.805	2958.201	28.4028	-171.643
3000	7.053	263.1313	2987.972	27.9821	-175.319
3030	6.8296	261.2504	3017.752	27.4905	-178.91
3060	6.7138	259.0566	3047.543	26.8863	-182.395
3090	6.7382	258.6536	3077.337	26.2071	-185.842
3120	6.6715	256.4347	3107.132	25.4521	-189.262
3150	6.5857	254.7409	3136.931	24.5906	-192.616
3180	6.1291	256.0636	3166.746	23.7521	-195.83
3210	5.537	259.3037	3196.591	23.0978	-198.806
3240	5.2588	258.5855	3226.458	22.5571	-201.576
3270	4.9373	257.0999	3256.339	21.9968	-204.182
3300	4.6308	255.9033	3286.235	21.4136	-206.615
3330	3.5631	259.1423	3316.158	20.9431	-208.705
3360	3.2562	257.4813	3346.105	20.5828	-210.453
3390	3.2753	255.4567	3376.056	20.1829	-212.114
3420	3.0219	251.4219	3406.011	19.7158	-213.693
3450	3.1111	250.7986	3435.968	19.1961	-215.211
3480	2.2095	243.6852	3465.935	18.672	-216.499
3510	1.9594	243.3854	3495.915	18.1858	-217.475
3540	1.8001	256.0521	3525.899	17.8425	-218.391
3570	1.8992	245.1654	3555.884	17.5201	-219.3
3600	1.6216	238.3279	3585.869	17.0885	-220.112
3630	1.8359	246.4845	3615.856	16.6739	-220.914
3660	1.2422	245.8309	3645.845	16.349	-221.651
3690	1.3741	263.0864	3675.837	16.1726	-222.305
3720	1.5596	278.1166	3705.827	16.1869	-223.066
3750	1.1079	290.3319	3735.819	16.3453	-223.743
3780	1.5294	267.7585	3765.812	16.4304	-224.415
3810	1.502	259.3754	3795.801	16.3423	-225.201
3840	1.5976	259.5039	3825.79	16.1936	-225.999
3870	1.6855	253.7934	3855.778	15.9943	-226.834
3900	1.6064	241.0425	3885.765	15.6675	-227.625
3930	1.4384	262.6011	3915.755	15.4155	-228.366
3960	1.8883	247.4262	3945.742	15.1772	-229.196
3990	1.9311	256.4589	3975.726	14.8692	-230.144
4020	1.7138	241.6974	4005.711	14.5381	-231.03
4050	1.9736	254.3533	4035.696	14.1861	-231.923
4080	1.7841	238.7499	4065.679	13.8045	-232.82

4110	1.9527	237.3643	4095.664	13.2866	-233.649
4140	1.6862	224.8716	4125.648	12.6981	-234.391
4170	2.0686	227.0085	4155.632	12.0161	-235.099
4200	2.0308	214.751	4185.613	11.2101	-235.798
4230	1.9092	213.9453	4215.596	10.3588	-236.38
4260	1.1243	200.2411	4245.585	9.6681	-236.761
4290	1.0664	191.6263	4275.58	9.1185	-236.919
4320	1.2864	204.929	4305.573	8.5397	-237.117
4350	1.4531	201.4558	4335.565	7.8803	-237.398
4380	1.5138	196.018	4365.555	7.1454	-237.646
4410	1.558	195.8384	4395.544	6.3722	-237.867
4440	1.5832	192.8279	4425.533	5.5757	-238.07
4470	1.5803	192.7099	4455.521	4.7681	-238.253
4500	1.6258	180.1735	4485.509	3.939	-238.346
4530	1.7035	185.0511	4515.497	3.0693	-238.386
4560	1.768	194.1134	4545.483	2.1763	-238.538
4590	2.3372	185.1223	4575.464	1.1181	-238.706
4620	1.7457	180.469	4605.445	0.0519	-238.764
4650	2.1653	171.7026	4635.427	-0.9659	-238.686
4680	2.0946	178.6561	4665.407	-2.0748	-238.591
4710	1.7945	160.6283	4695.39	-3.066	-238.423
4740	0.8947	166.6913	4725.381	-3.7371	-238.213
4770	0.8869	155.26	4755.377	-4.1759	-238.062
4800	0.8838	159.8204	4785.374	-4.6039	-237.885
4830	1.2355	144.9033	4815.369	-5.0857	-237.619
4860	1.1178	172.211	4845.362	-5.6403	-237.394
4890	1.4157	161.1494	4875.355	-6.2809	-237.234
4920	0.9843	168.2946	4905.349	-6.8839	-237.062
4950	0.2087	217.9109	4935.347	-7.1794	-237.043
4980	0.5705	237.193	4965.346	-7.3034	-237.203
5010	0.7052	249.5872	4995.344	-7.4487	-237.501
5040	0.2988	314.9904	5025.343	-7.4578	-237.729
5070	0.8643	236.5204	5055.342	-7.5273	-237.974
5100	0.6858	257.0188	5085.339	-7.6925	-238.337
5130	0.9579	209.1257	5115.336	-7.9519	-238.634
5160	1.1375	230.6743	5145.332	-8.3596	-238.987
5190	1.3317	181.4398	5175.325	-8.8969	-239.226
5220	0.7657	169.607	5205.32	-9.4425	-239.198
5250	1.5545	163.4903	5235.314	-10.0298	-239.047
5280	1.1816	150.6691	5265.305	-10.6896	-238.779
5310	0.4833	143.1473	5295.302	-11.0605	-238.552
5340	0.5107	207.2798	5325.301	-11.2806	-238.537
5370	0.7304	179.9715	5355.299	-11.5907	-238.599
5400	2.0288	142.1027	5385.291	-12.2009	-238.272
5430	1.9461	146.0893	5415.273	-13.0427	-237.662
5460	2.7482	154.5704	5445.247	-14.115	-237.069
5490	2.8522	153.1431	5475.211	-15.4304	-236.423

5520	3.2218	156.2785	5505.169	-16.8681	-235.747
5550	3.2757	154.035	5535.121	-18.4105	-235.032
5580	2.8231	144.8893	5565.079	-19.7854	-234.232
5610	2.1472	119.7274	5595.051	-20.6685	-233.319
5640	2.2501	107.2366	5625.029	-21.1217	-232.268
5670	2.5097	111.8076	5655.003	-21.5402	-231.096
5700	2.5472	103.2155	5684.974	-21.9366	-229.837
5730	2.0618	98.8625	5714.95	-22.1722	-228.655
5760	1.5637	84.3466	5744.935	-22.215	-227.715
5790	1.4212	20.3407	5774.927	-21.8258	-227.178
5820	1.3393	7.4093	5804.918	-21.1293	-227.003
5850	0.9957	13.781	5834.912	-20.5285	-226.896
5880	0.9646	4.7341	5864.907	-20.0237	-226.813
5910	0.7549	350.7248	5894.904	-19.577	-226.824
5940	0.8284	13.7411	5924.901	-19.1713	-226.804
5970	0.2432	353.4412	5954.9	-18.8974	-226.76
6000	0.8028	51.8334	5984.898	-18.7042	-226.602
6030	0.6921	41.8907	6014.896	-18.4395	-226.316
6060	0.486	50.0965	6044.895	-18.223	-226.097
6090	0.2466	82.9086	6074.894	-18.1334	-225.936
6120	0.9612	114.6749	6104.892	-18.2305	-225.643
6150	0.9957	116.886	6134.888	-18.4534	-225.182
6180	0.8662	150.4114	6164.884	-18.7685	-224.837
6210	1.1181	168.0142	6194.879	-19.252	-224.665
6240	1.1019	173.6167	6224.874	-19.825	-224.572
6270	0.7808	158.1604	6254.87	-20.3014	-224.464
6300	0.4424	169.2803	6284.868	-20.605	-224.366
6330	0.8229	207.842	6314.866	-20.9093	-224.445
6360	1.4339	182.3329	6344.86	-21.4748	-224.561
6390	1.2716	164.5381	6374.852	-22.1707	-224.488
6420	1.2351	128.5043	6404.845	-22.6928	-224.146
6450	0.9078	123.4822	6434.84	-23.0252	-223.695
6480	1.5255	126.7656	6464.833	-23.3953	-223.176
6510	1.0683	128.1499	6494.826	-23.8071	-222.637
6540	0.3995	182.0397	6524.823	-24.0844	-222.42
6570	0.5831	249.4617	6554.822	-24.2424	-222.567
6600	0.4899	231.8315	6584.821	-24.3753	-222.811
6630	0.8142	116.7007	6614.82	-24.5503	-222.721
6660	1.2786	86.2794	6644.815	-24.6243	-222.197
6690	1.132	75.5956	6674.808	-24.5289	-221.576
6720	1.0346	73.4518	6704.803	-24.3781	-221.029
6750	0.7525	88.4309	6734.799	-24.2955	-220.573
6780	0.8327	96.045	6764.796	-24.3131	-220.159
6810	0.6828	110.1416	6794.794	-24.3976	-219.774
6840	0.3577	297.4106	6824.794	-24.416	-219.69
6870	0.772	275.2755	6854.792	-24.3543	-219.974
6900	1.177	254.612	6884.788	-24.4175	-220.472

6930	1.5069	249.6721	6914.779	-24.6363	-221.139
6960	1.7264	242.3405	6944.767	-24.9831	-221.909
6990	1.6676	232.3845	6974.754	-25.4593	-222.655
7020	1.2336	212.0741	7004.745	-25.9994	-223.173
7050	1.262	214.4175	7034.738	-26.5456	-223.531
7080	1.2245	204.2611	7064.731	-27.1103	-223.849
7110	1.1713	211.2528	7094.724	-27.6647	-224.14
7140	1.2219	207.9597	7124.717	-28.2093	-224.449
7170	1.0863	209.1443	7154.711	-28.7402	-224.738
7200	1.2263	207.0514	7184.705	-29.2745	-225.022
7230	1.1605	210.3655	7214.699	-29.8225	-225.322
7260	1.0317	211.7583	7244.693	-30.3143	-225.617
7290	0.7547	226.6397	7274.69	-30.6796	-225.903

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: Three Rivers 32-41-720

2. NAME OF OPERATOR: AXIA ENERGY LLC

9. API NUMBER: 43047528760000

3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER: 720 746-5200 Ext

9. FIELD and POOL or WILDCAT: WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0594 FNL 0300 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 11/29/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	✓ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

APD to drill and complete a Wasatch well was approved on 08-29-12. Axia Energy respectfully requests your permission to complete the Green River formation and then commingle the Wasatch and the Green River formations. Attached is information per R649-3-22.

Approved by the Utah Division of Oil, Gas and Mining

Date: February 26, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE N/A		**DATE** 2/4/2013

RECEIVED: Feb. 04, 2013

Attachment to Sundry Notice Form 9

Three Rivers 32-41-720

API: 43047528760000

Notice of intent – commingle Wasatch and Green River formations

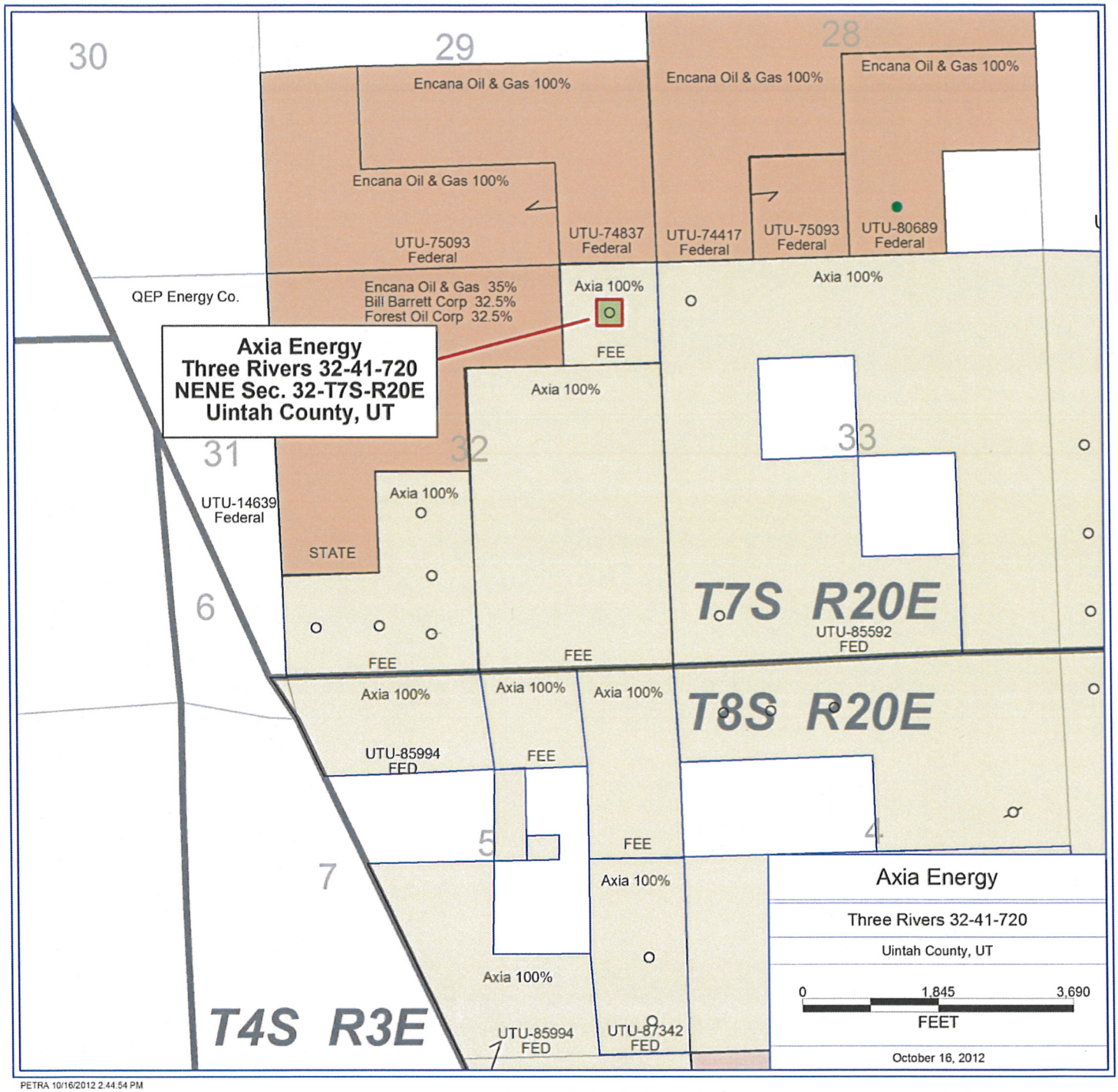
1.1 Exhibit A showing location of the well.

1.2 Method of Completion: the pools will be completed from the lower portion of the well (Wasatch) to the upper portion of the well (Green River) in succession. Intervals will be selectively perforated and fracture stimulated starting in the lower portion of the well. A composite bridge plug will be set to isolate the previously perforated/stimulated interval, and additional perforations will be added and fracture stimulated. Perforating/Stimulation will occur in this manner through the Wasatch and Green River formations in 8-10 stages. Once all desired intervals have been perforated, stimulated and isolated, all composite plugs will be drilled out. A tubing string with rod pump will be run to produce Wasatch and Green River oil in a commingled fashion.

2 Allocation should never be necessary due to equal mineral ownership in all pools. However, if it ever became necessary, allocation would be based on individual formation production percentages developed during the initial testing of the well.

3 Affidavit of Lease Ownership - Acknowledgement that Axia Energy, LLC has provided a copy of this application to contiguous leasehold and unleased mineral owners to the NE/4 NE/4 of Section 32-T7S-R20E of Uintah County, Utah per attached Exhibit.

Sundry Number: 34457 API Well Number: 43047528760000



PETRA 10/16/2012 2:44:54 PM

AFFIDAVIT OF LEASE OWNERSHIP

I, Tab McGinley, Affiant, being duly sworn depose and say:

THAT, I am the Vice President of Land for Axia energy, LLC, a Delaware limited liability corporation authorized to do business in Colorado (hereinafter referred to as "Axia"), 1430 Larimer Street, Suite 400, Denver, CO 80202. Axia owns, operates and manages oil and gas interests in the State of Utah including the lands described below located in Uintah County, Utah.

WHEREAS, Axia Energy, LLC has provided a copy of this application to leasehold and unleased mineral owners to the NE/4 NE/4 of Section 32-T7S-R20E of Uintah County, Utah, per attached exhibit

Further Affiant sayeth not.

Subscribed and sworn to before me this 4TH day of February, 2013.

Tab McGinley
Vice President, Land

STATE OF COLORADO)
} ss
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me by Tab McGinley, Vice President of Land, this 4th day of February, 2013.

Notary Public

Notary seal:

Cindy J. Turner
Notary Public
State of Colorado
My Commission Expires 06/04/2013

C

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Axia Energy, LLC
Operator Account Number: N 3765
Address: 1430 Larimer Street, Suite 400
city Denver,
state CO zip 80202
Phone Number: (720) 746-5209

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304752876	Three Rivers 32-41-720		NENE	32	07S	20E	Uintah
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	18768	18768	9/12/2012			11/23/2013	
Comments: APD APPROVED AS WASATCH - SUBMITTED APP TO COMINGLE GREEN RIVER-WASATCH NEED ENTITY NUMBER FOR GR-WS GR-WS. CONFIDENTIAL 2/19/2013							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
Comments:							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
Comments:							

ACTION CODES:

- **A** - Establish new entity for new well (single well only)
- **B** - Add new well to existing entity (group or unit well)
- **C** - Re-assign well from one existing entity to another existing entity
- **D** - Re-assign well from one existing entity to a new entity
- **E** - Other (Explain in 'comments' section)

RECEIVED
FEB 07 2013
Div. of Oil, Gas & Mining

Cindy Turner
Name (Please Print)

Signature

Project Manager
Title

2/5/2013
Date

(5/2000)

C

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Axia Energy, LLC
Operator Account Number: N 3765
Address: 1430 Larimer Street, Suite 400
city Denver,
state CO zip 80202
Phone Number: (720) 746-5209

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
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Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
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Comments: APD APPROVED AS WASATCH - SUBMITTED APP TO COMINGLE GREEN RIVER-WASATCH NEED ENTITY NUMBER FOR GR-WS GR-WS. CONFIDENTIAL 2/19/2013							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
Comments:							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
Comments:							

ACTION CODES:

- **A** - Establish new entity for new well (single well only)
- **B** - Add new well to existing entity (group or unit well)
- **C** - Re-assign well from one existing entity to another existing entity
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- **E** - Other (Explain in 'comments' section)

RECEIVED
FEB 07 2013
Div. of Oil, Gas & Mining

Cindy Turner
Name (Please Print)

Signature

Project Manager
Title

2/5/2013
Date

(5/2000)

Division of Oil, Gas and Mining
Operator Change/Name Change Worksheet-for State use only

Effective Date: 5/1/2015

FORMER OPERATOR:	NEW OPERATOR:
Axia Energy, LLC 1430 Larimer Street, Suite 400 Denver CO 80202 720-746-5200	Axia Energy II, LLC 1430 Larimer Street, Suite 400 Denver CO 80202 720-746-5200
CA Number(s):	Unit(s):

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 6/24/2015
2. Sundry or legal documentation was received from the **NEW** operator on: 6/24/2015
3. New operator Division of Corporations Business Number: 9410352-0161

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: 6/24/2015
2. Receipt of Acceptance of Drilling Procedures for APD on: 7/7/2015
3. Reports current for Production/Disposition & Sundries: 6/25/2015
4. OPS/SI/TA well(s) reviewed for full cost bonding: N/A
5. UIC5 on all disposal/injection/storage well(s) approved on: N/A
6. Surface Facility(s) included in operator change: N/A
7. Inspections of PA state/fee well sites complete on (only upon operators request): N/A

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: N/A
2. Indian well(s) covered by Bond Number: N/A
3.State/fee well(s) covered by Bond Number(s): LPM9046682A

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 7/8/2015
2. Entity Number(s) updated in **OGIS** on: 7/8/2015
3. Unit(s) operator number update in **OGIS** on: N/A
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 7/8/2015
6. Surface Facilities update in **RBDMS** on: N/A

LEASE INTEREST OWNER NOTIFICATION:

1. The **NEW** operator of the Fee (Mineral) wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 7/8/2015

COMMENTS:

Axia Energy, LLC N3765 to
Axia Energy II, LLC N4275
Effective 5/1/2015

Well Name	Section	TWN	RNG	API Number	Entitiy	Mineral	Surface	Type	Status
Halfway Hollow 16-13-620	16	060S	200E	4304754918		State	State	OW	APD
Halfway Hollow 16-21-620	16	060S	200E	4304754921		State	State	OW	APD
Halfway Hollow 16-11-620	16	060S	200E	4304754922		State	State	OW	APD
Halfway Hollow 16-23-620	16	060S	200E	4304754923		State	State	OW	APD
Halfway Hollow 32-36-520	32	050S	200E	4304755001		State	State	OW	APD
Halfway Hollow 32-48-520	32	050S	200E	4304755009		State	State	OW	APD
Halfway Hollow 32-38-520	32	050S	200E	4304755010		State	State	OW	APD
Halfway Hollow 32-46-520	32	050S	200E	4304755012		State	State	OW	APD
Halfway Hollow 2-26-620	2	060S	200E	4304755070		State	Fee	OW	APD
Halfway Hollow 2-14-620	2	060S	200E	4304755072		State	Fee	OW	APD
Halfway Hollow 2-16-620	2	060S	200E	4304755074		State	Fee	OW	APD
Halfway Hollow 2-24-620	2	060S	200E	4304755075		State	Fee	OW	APD
Halfway Hollow 16-46-620	16	060S	200E	4304755092		State	State	OW	APD
Halfway Hollow 16-38-620	16	060S	200E	4304755094		State	State	OW	APD
Halfway Hollow 16-35-620	16	060S	200E	4304755247		State	State	OW	APD
Halfway Hollow 16-37-620	16	060S	200E	4304755248		State	State	OW	APD
Three Rivers 32-41-720	32	070S	200E	4304752876	18768	Fee	Fee	OW	P
Gusher State 16-16	16	060S	200E	4304754403	19513	State	State	OW	P

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached well List	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
7. UNIT or CA AGREEMENT NAME:	
1. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ OTHER	8. WELL NAME and NUMBER: See Attached Well List
2. NAME OF OPERATOR: Axia Energy II, LLC	9. API NUMBER:
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202 — PHONE NUMBER: (720) 746-5200	10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:	COUNTY: Uintah STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start:	☐ ACIDIZE	☐ DEEPEN	☐ REPERFORATE CURRENT FORMATION
	☐ ALTER CASING	☐ FRACTURE TREAT	☐ SIDETRACK TO REPAIR WELL
	☐ CASING REPAIR	☐ NEW CONSTRUCTION	☐ TEMPORARILY ABANDON
	☐ CHANGE TO PREVIOUS PLANS	☑ OPERATOR CHANGE	☐ TUBING REPAIR
	☐ CHANGE TUBING	☐ PLUG AND ABANDON	☐ VENT OR FLARE
☑ SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: 5/1/2015	☐ CHANGE WELL NAME	☐ PLUG BACK	☐ WATER DISPOSAL
	☐ CHANGE WELL STATUS	☐ PRODUCTION (START/RESUME)	☐ WATER SHUT-OFF
	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☐ OTHER:
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

EFFECTIVE MAY 1, 2015
FROM:
Axia Energy, LLC (N3765)
1430 Larimer Street
Suite 400
Denver, CO 80202
Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682
TO:
Axia Energy II, LLC (N4275)
1430 Larimer Street
Suite 400
Denver, CO 80202
Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682A

Axia Energy II, LLC will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

NAME (PLEASE PRINT) Jess Peonio TITLE VP, Drilling & Regulatory

SIGNATURE [signature] DATE 6/22/2015

(This space for State use only)

APPROVED

JUL 08 2015

DIV. OIL GAS & MINING

BY: Rachel Medina

RECEIVED

JUN 24 2015

Div. of Oil, Gas & Mining

(5/2000) (See Instructions on Reverse Side)

ATTACHMENT TO TRANSFER FORM 9 FOR WELLS WITH STATE STATUS OF NEW, APPRVD APD & DRL CHANGE OF OPERATOR AS OF 05-01-2015
AXIA ENERGY, LLC TO AXIA ENERGY II, LLC

API Well Number	Well Name	Well Status	Well Type	Field Name	Surface Ownership	Mineral Lease	County	Qtr/Qtr	Sec	Twnshp	Ft. NS	NS	Ft. EW	EW	Latitude	Longitude	Elev. GR
43-047-52876-00-00	Three Rivers 32-41-720	Producing	Oil Well	THREE RIVERS	Fee (Private)	Fee (Private)	UINTAH	NENE	32	7S-20E	594	N	300	E	40.17222	-109.684	4780
43-047-54403-00-00	Gusher State 16-16	Producing	Oil Well	GUSHER	State	State	UINTAH	SESE	16	6S-20E	776	S	669	E	40.29349	-109.668	5187
43-047-54918-00-00	Halfway Hollow 16-13-620	Approved permit (APD); not yet spudded	Oil Well	GUSHER	State	State	UINTAH	SWNW	16	6S-20E	1374	N	1210	W	40.30212	-109.681	5125
43-047-54921-00-00	Halfway Hollow 16-21-620	Approved permit (APD); not yet spudded	Oil Well	GUSHER	State	State	UINTAH	SWNW	16	6S-20E	1429	N	1203	W	40.30197	-109.681	5127
43-047-54922-00-00	Halfway Hollow 16-11-620	Approved permit (APD); not yet spudded	Oil Well	GUSHER	State	State	UINTAH	SWNW	16	6S-20E	1344	N	1214	W	40.3022	-109.681	5125
43-047-54923-00-00	Halfway Hollow 16-23-620	Approved permit (APD); not yet spudded	Oil Well	GUSHER	State	State	UINTAH	SWNW	16	6S-20E	1329	N	1215	W	40.30225	-109.681	5125
43-047-55001-00-00	Halfway Hollow 32-36-520	Approved permit (APD); not yet spudded	Oil Well	UNDESIGNATED	State	State	UINTAH	SWSE	32	5S-20E	1262	S	1343	E	40.33503	-109.694	5175
43-047-55009-00-00	Halfway Hollow 32-48-520	Approved permit (APD); not yet spudded	Oil Well	UNDESIGNATED	State	State	UINTAH	SWSE	32	5S-20E	1243	S	1384	E	40.33497	-109.694	5177
43-047-55010-00-00	Halfway Hollow 32-38-520	Approved permit (APD); not yet spudded	Oil Well	UNDESIGNATED	State	State	UINTAH	SESE	32	5S-20E	1280	S	1307	E	40.33507	-109.694	5173
43-047-55012-00-00	Halfway Hollow 32-46-520	Approved permit (APD); not yet spudded	Oil Well	UNDESIGNATED	State	State	UINTAH	SESE	32	5S-20E	1293	S	1280	E	40.33511	-109.694	5172
43-047-55070-00-00	Halfway Hollow 2-26-620	Approved permit (APD); not yet spudded	Oil Well	UNDESIGNATED	Fee (Private)	State	UINTAH	SWSW	2	6S-20E	1340	S	1126	W	40.32372	-109.643	4975
43-047-55072-00-00	Halfway Hollow 2-14-620	Approved permit (APD); not yet spudded	Oil Well	UNDESIGNATED	Fee (Private)	State	UINTAH	SWSW	2	6S-20E	1300	S	1126	W	40.32362	-109.643	4976
43-047-55074-00-00	Halfway Hollow 2-16-620	Approved permit (APD); not yet spudded	Oil Well	UNDESIGNATED	Fee (Private)	State	UINTAH	SWSW	2	6S-20E	1255	S	1125	W	40.32349	-109.643	4977
43-047-55075-00-00	Halfway Hollow 2-24-620	Approved permit (APD); not yet spudded	Oil Well	UNDESIGNATED	Fee (Private)	State	UINTAH	SWSW	2	6S-20E	1270	S	1125	W	40.32353	-109.643	4977
43-047-55092-00-00	Halfway Hollow 16-46-620	Approved permit (APD); not yet spudded	Oil Well	GUSHER	State	State	UINTAH	SESE	16	6S-20E	818	S	723	E	40.29361	-109.668	5180
43-047-55094-00-00	Halfway Hollow 16-38-620	Approved permit (APD); not yet spudded	Oil Well	GUSHER	State	State	UINTAH	SWSE	16	6S-20E	1062	S	1839	E	40.29426	-109.672	5191
43-047-55247-00-00	Halfway Hollow 16-35-620	Approved permit (APD); not yet spudded	Oil Well	GUSHER	State	State	UINTAH	SWSE	16	6S-20E	1062	S	1824	E	40.29426	-109.672	5190
43-047-55248-00-00	Halfway Hollow 16-37-620	Approved permit (APD); not yet spudded	Oil Well	GUSHER	State	State	UINTAH	SWSE	16	6S-20E	1062	S	1869	E	40.29426	-109.672	5191

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	SEE ATTACHED - All APD
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	SEE ATTACHED
Date original permit was issued:	
Company that permit was issued to:	AXIA ENERGY, LLC

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
✓	**Transfer approved Application for Permit to Drill to new operator**
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	**Yes**	**No**
If located on private land, has the ownership changed?		✓
If so, has the surface agreement been updated?		
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. LPM9046682a	✓	

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Cindy Turner Title Project Manager

Signature Cindy Turner Date 07/07/2015

Representing (company name) Axia Energy II, LLC

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

(3/2004)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
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7. UNIT or CA AGREEMENT NAME:

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8. WELL NAME and NUMBER: See Attached Well List

2. NAME OF OPERATOR: Axia Energy, LLC

9. API NUMBER:

3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202

PHONE NUMBER: (720) 746-5200

10. FIELD AND POOL, OR WILDCAT:

4. LOCATION OF WELL

FOOTAGES AT SURFACE: See Attached

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE: UTAH

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	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☐ OTHER:
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

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1430 Larimer Street
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TO:
Axia Energy II, LLC (N4275)
1430 Larimer Street
Suite 400
Denver, CO 80202
Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682A

Axia Energy II, LLC will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

NAME (PLEASE PRINT) Jess Peonio TITLE VP, Drilling & Regulatory

SIGNATURE [signature] DATE 6/22/2015

(This space for State use only)